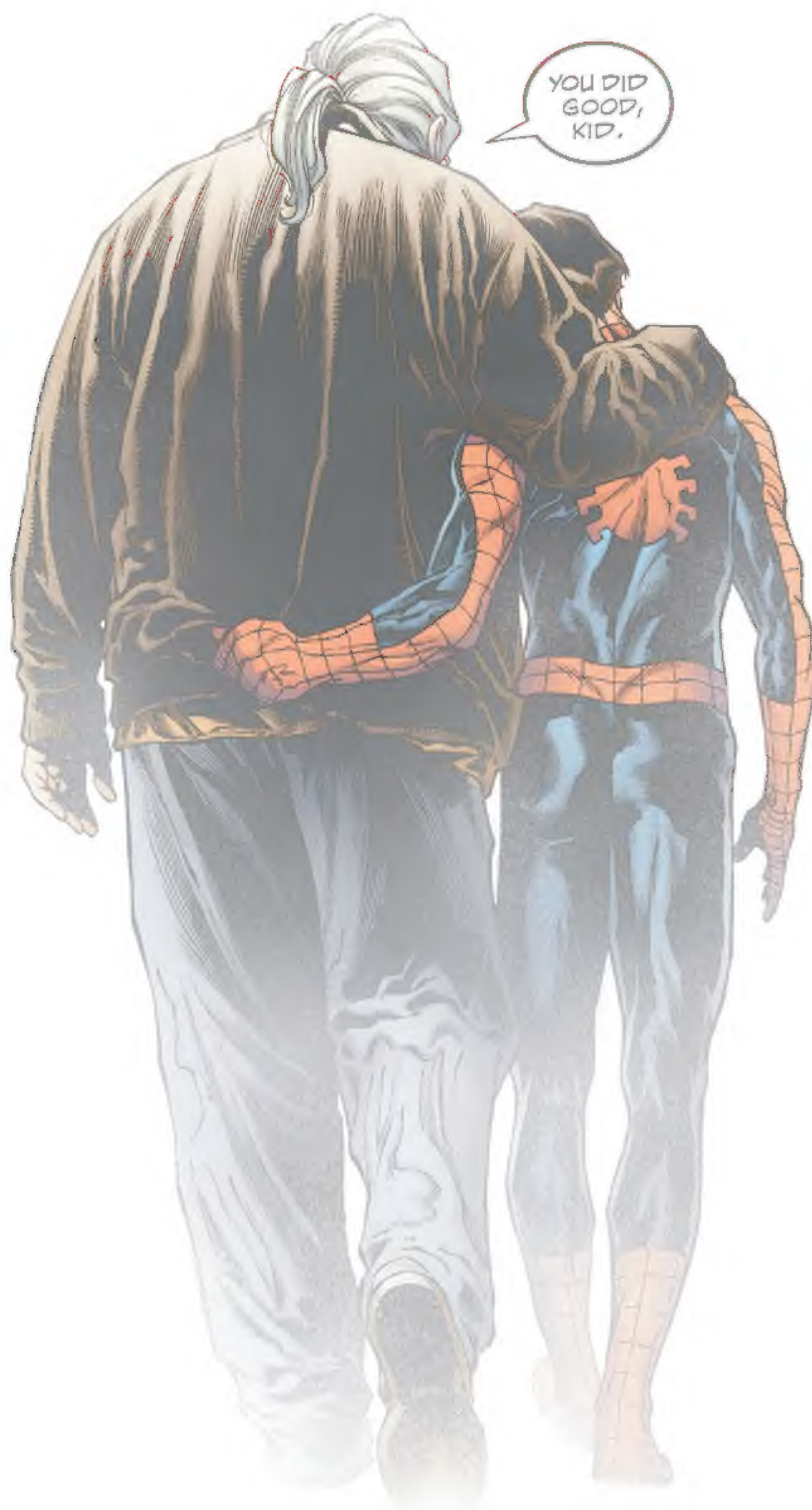


MARVEL

SPIDER-MAN®

BENDIS • BAGLEY



DEATH OF SPIDER-MAN



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MARVEL COMICS PROUDLY PRESENTS

Does he
still have his
powers?

It
doesn't
seem so.

Does that
answer sound
good enough?

There is
absolutely no
evidence that he
is anything but a
normal physical
specimen of his
age.

Wake
him up.

THE DEATH OF SPIDER-MAN

He is
up.
Okay,
then...

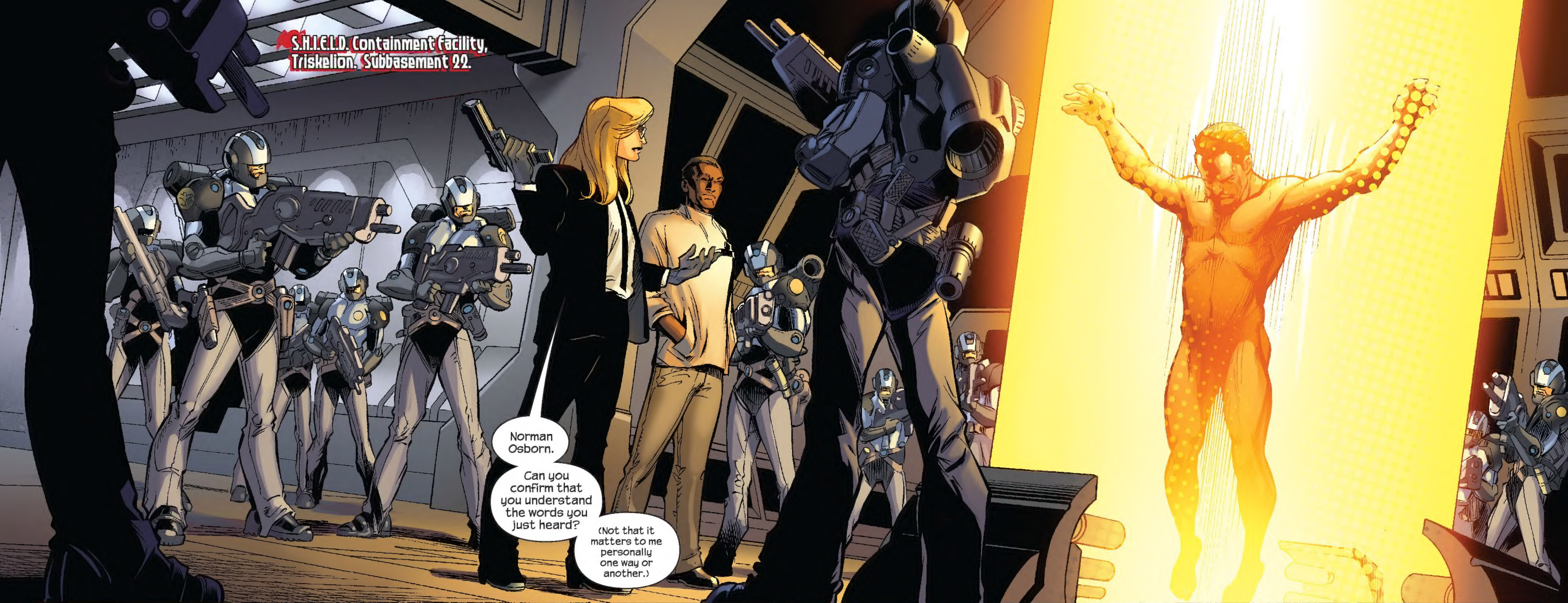
For acts of
treason against your
government...

For acts of
terrorism against
your fellow man...

As director
of S.H.I.E.L.D. I am
hereby tasked to inform
you, legally, that you
are under arrest.

There will be no
trial, and there will
be no hearing...

You are in
S.H.I.E.L.D. custody
for the duration of
your days...



Norman
Osborn.

Can you
confirm that
you understand
the words you
just heard?

(Not that it
matters to me
personally
one way or
another.)

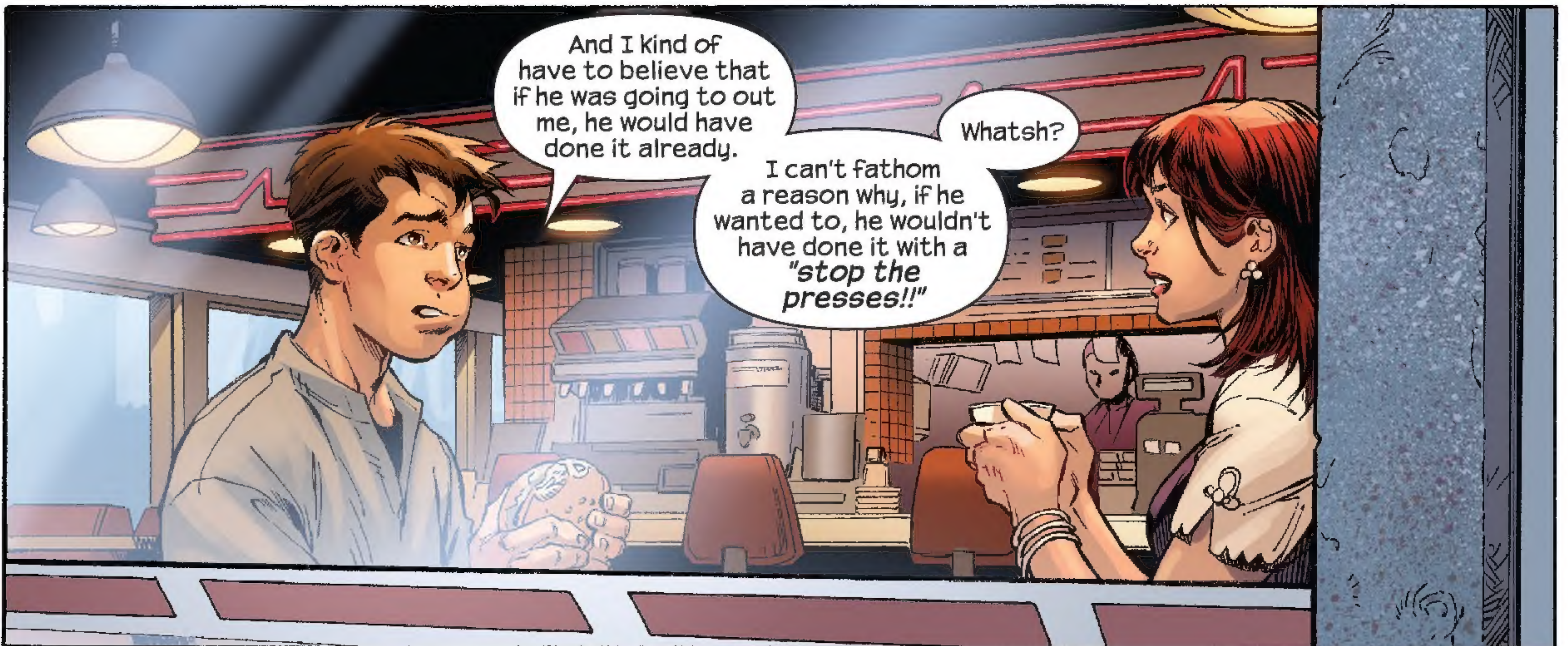
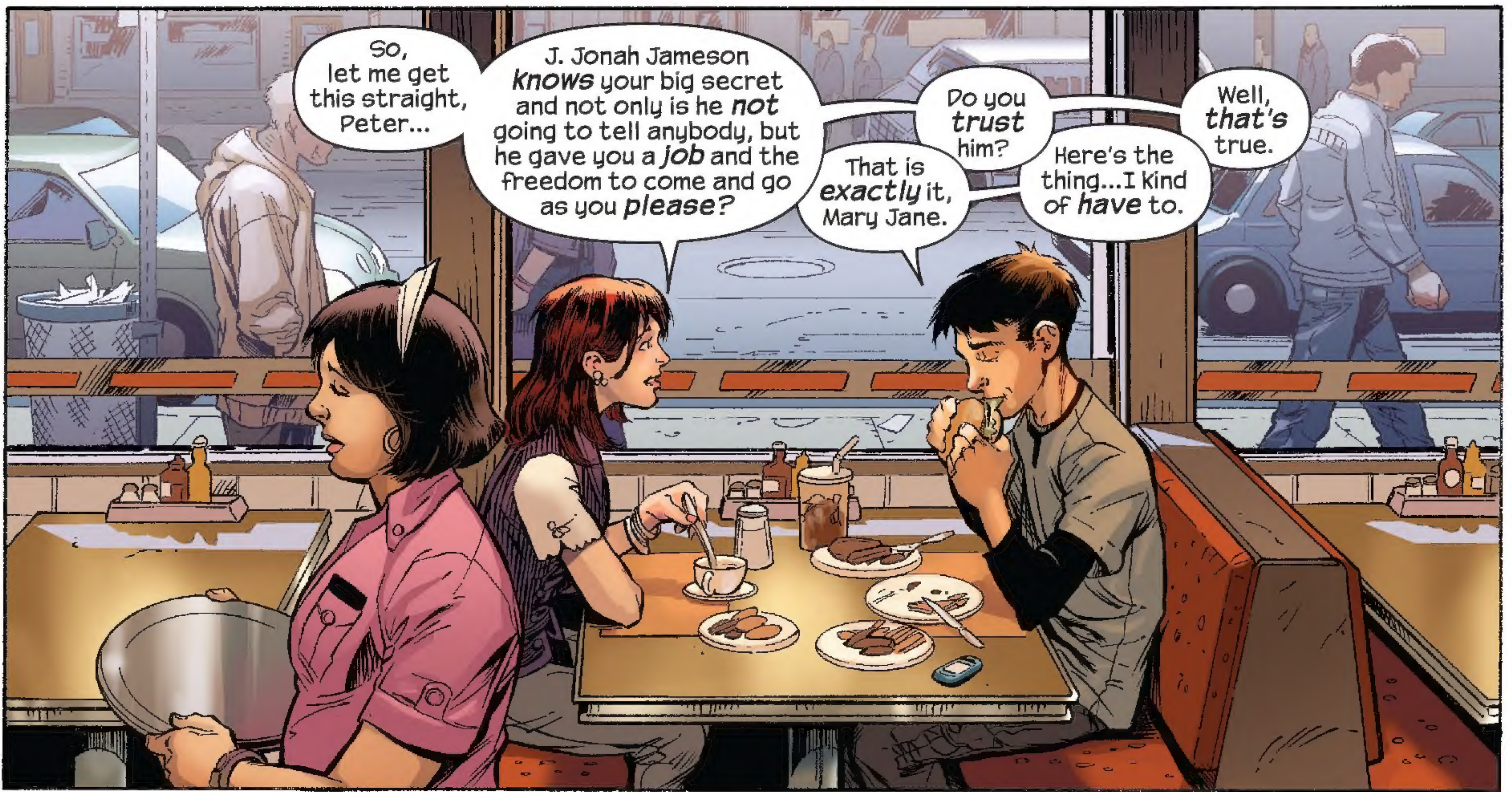
I thought
I'd died.

And that
little brain teaser
is first on our 'things
to figure out about
you' list.

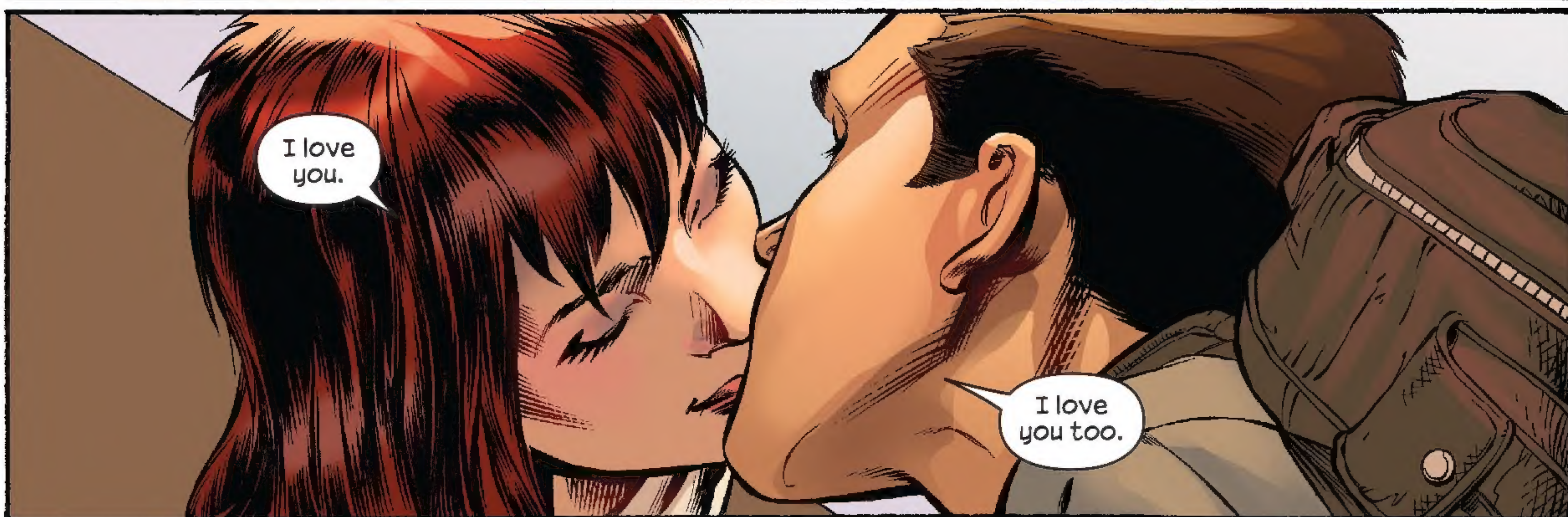
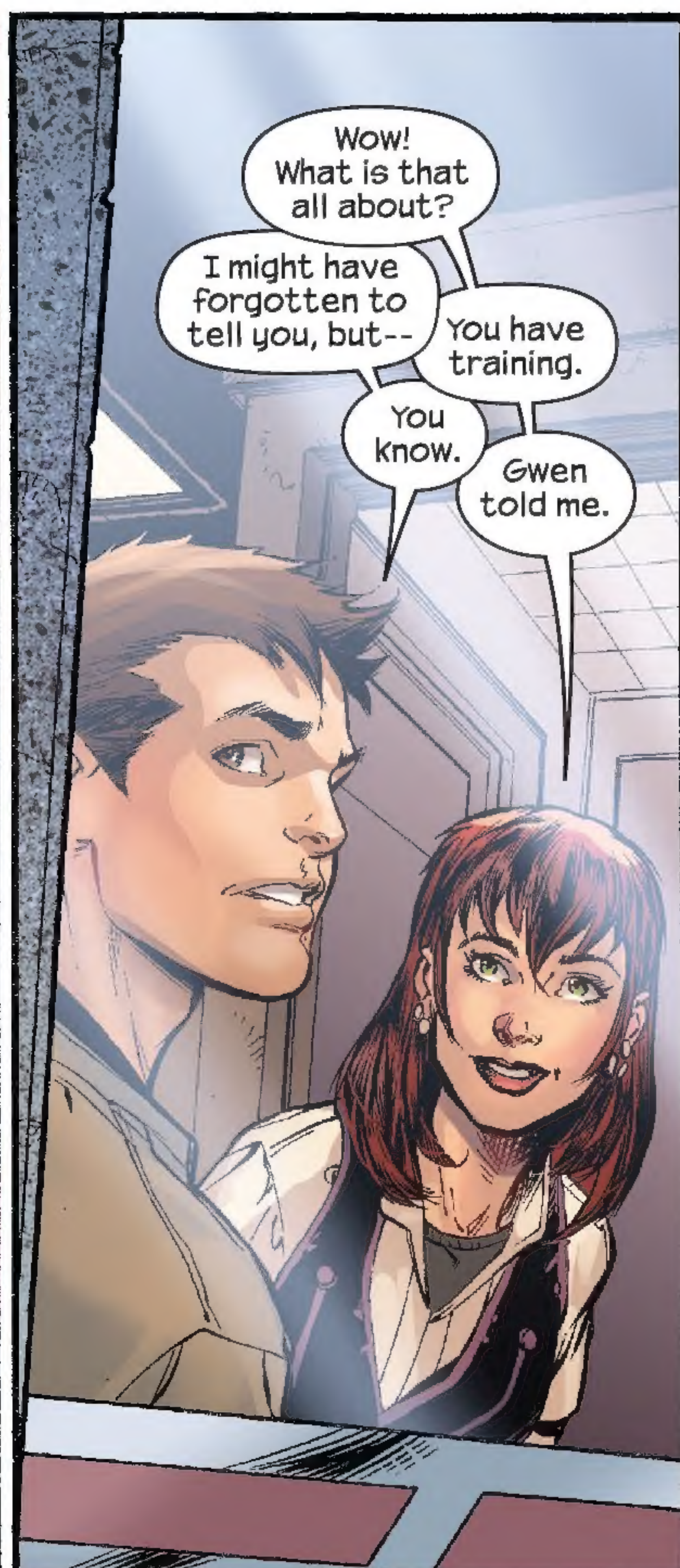
Try it,
Osborn.

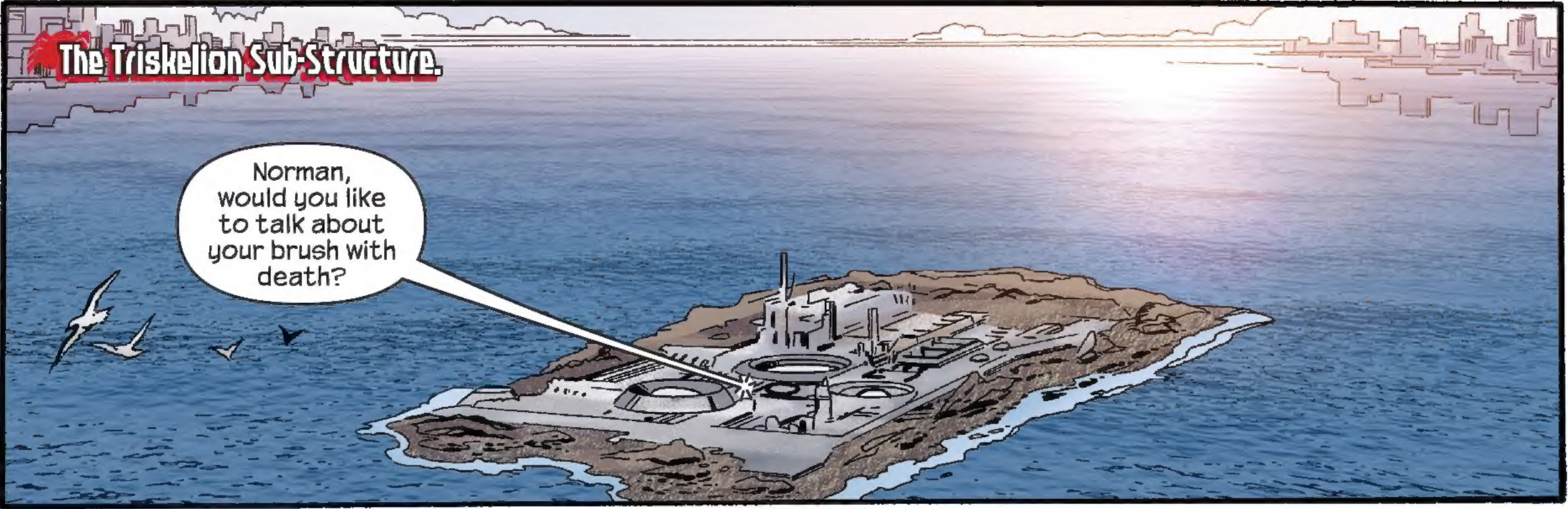
I'd like
nothing
more.

That's
what I
thought.









Norman, would you like to talk about your brush with death?



Who are you?
Dr. Leonard Samson. You can call me Leo.
Are you a psychiatrist, doctor?
Of a sort. I have a specialty.
And you'd like to know how I *feel*?



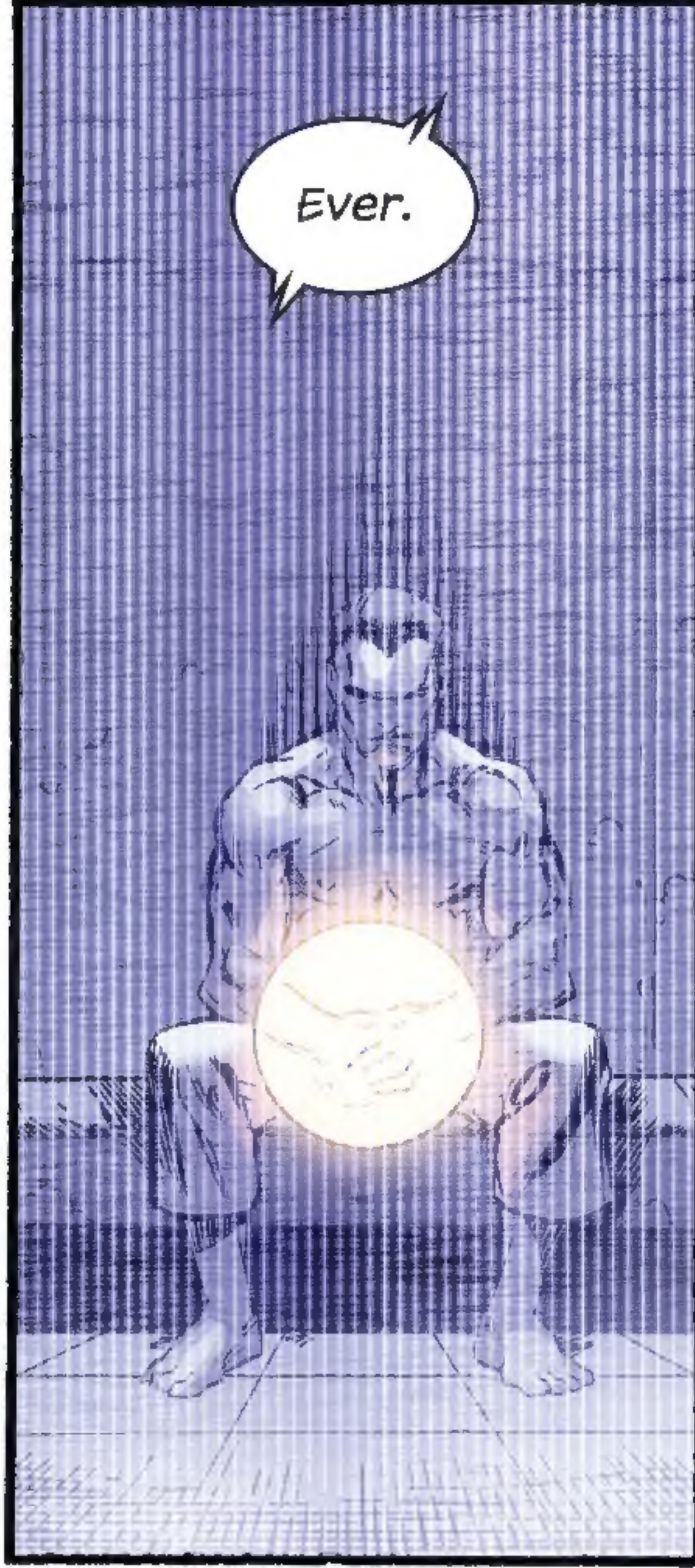
I know this is a very odd position for you.
Someone who was once a captain of industry...I imagine that--



Tell the blonde that if she wants my soul as well as my body, it is going to cost her.
I want privileges. I want considerations.



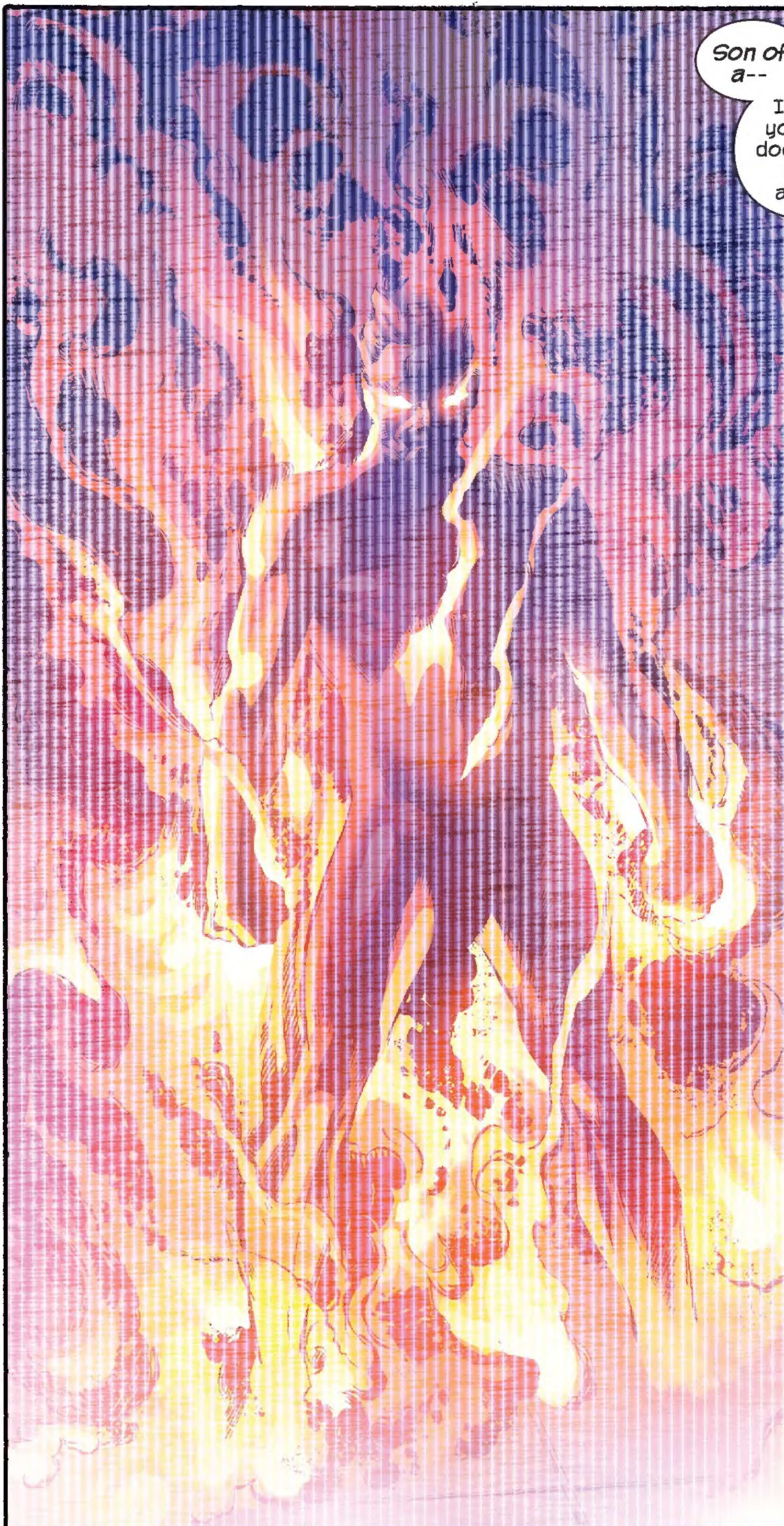
Go to hell, Norman.
Okay, Samson, you had your shot.
We have his blood, urine and DNA scrapes.
I'll live a long happy life if I never hear his voice again.



Ever.



You have no idea what is inside me.
No idea.



Son of
a--

I thought
you said he
doesn't have
powers
anymore.

**SHUT
UP!!**

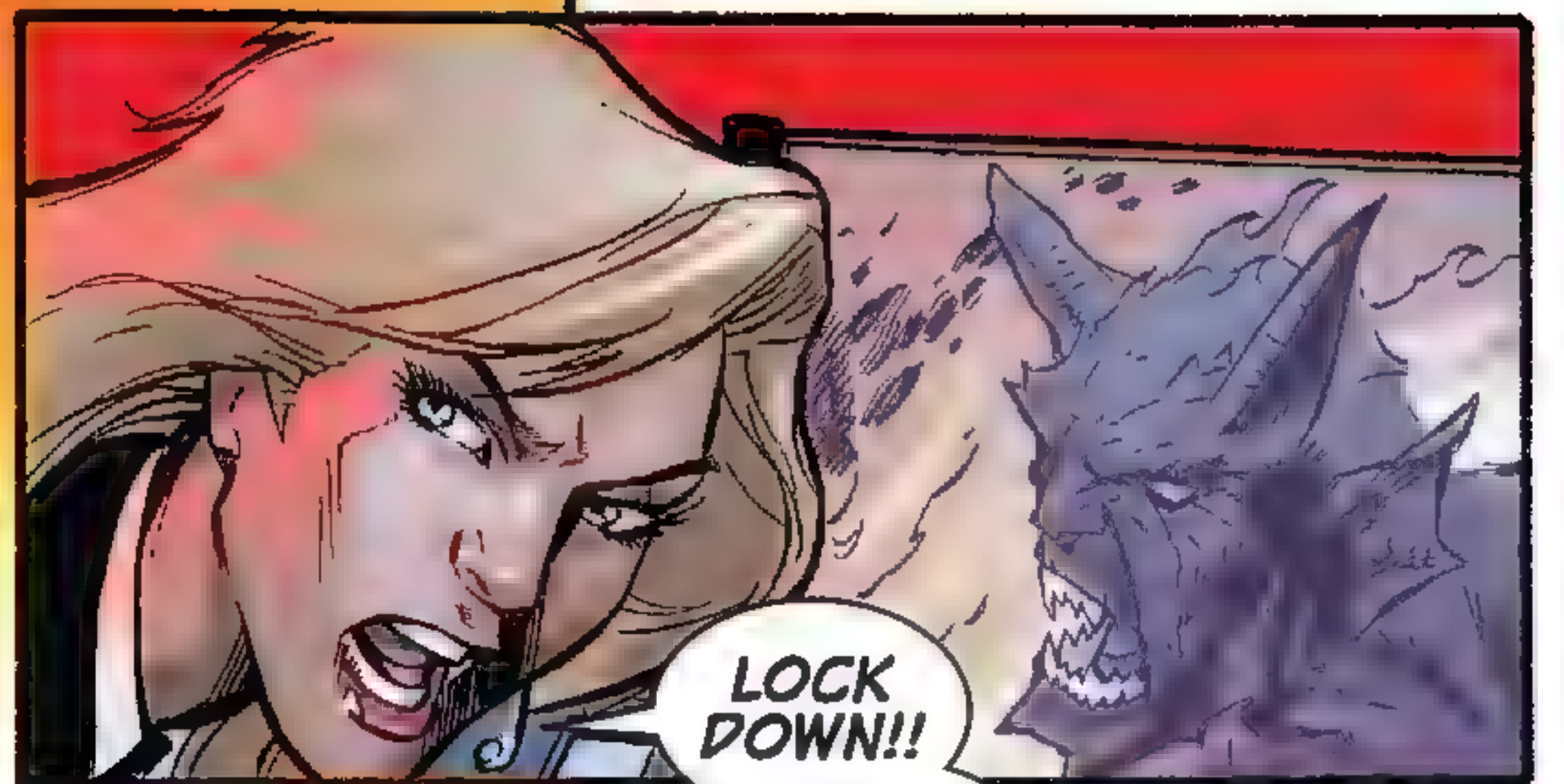
There was
absolutely
no indication
that he--



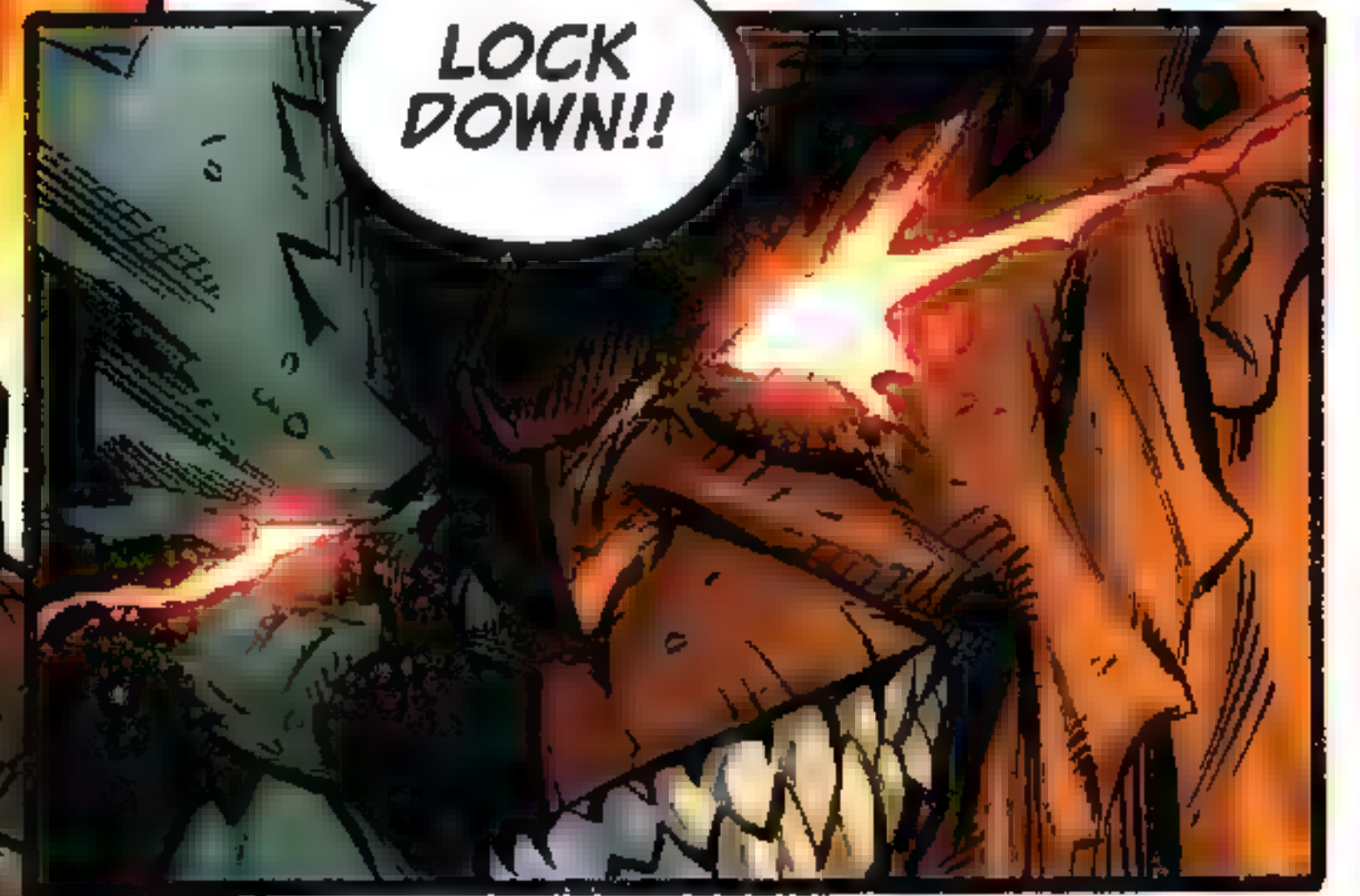
**All hands!!
All stations!!**

**CODE RED
ALERT!! FULL
LOCK DOWN!!**





LOCK
DOWN!!



LOCK
DOWN!!



Stand down,
Osborn!!

*That's
Osborn?!*

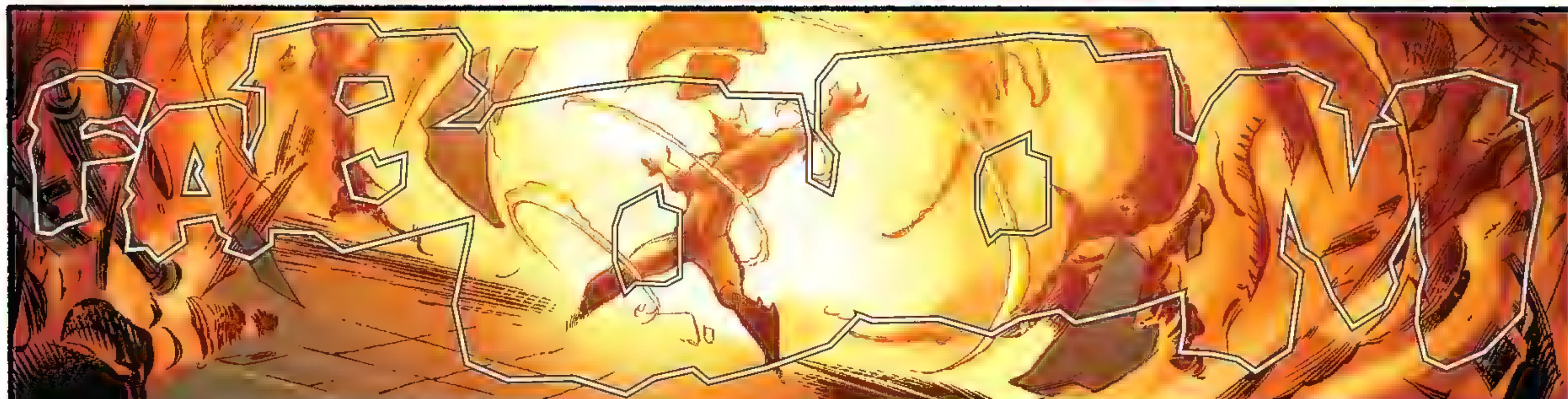
Don't
you move
or I'll--!



You sent me
in there with
that???



You have no
idea how close
to God I have
journeyed to
do this.





Well, Osborn,
you look...the
exact Same.

Electro.

But I
fear God has
abandoned us
long ago.

Kraven.

Sandman.

Ah!
This feels
good!!

If we're
making a break
for it, let's
just go.

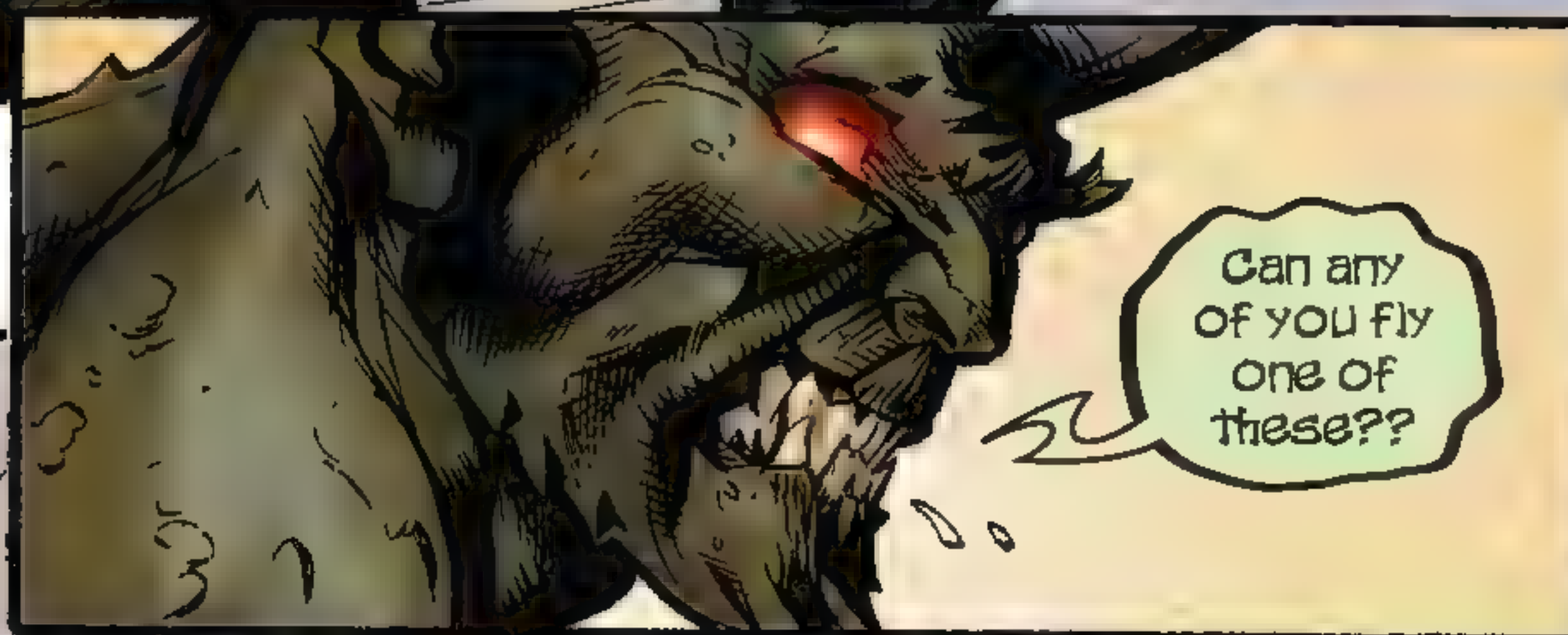
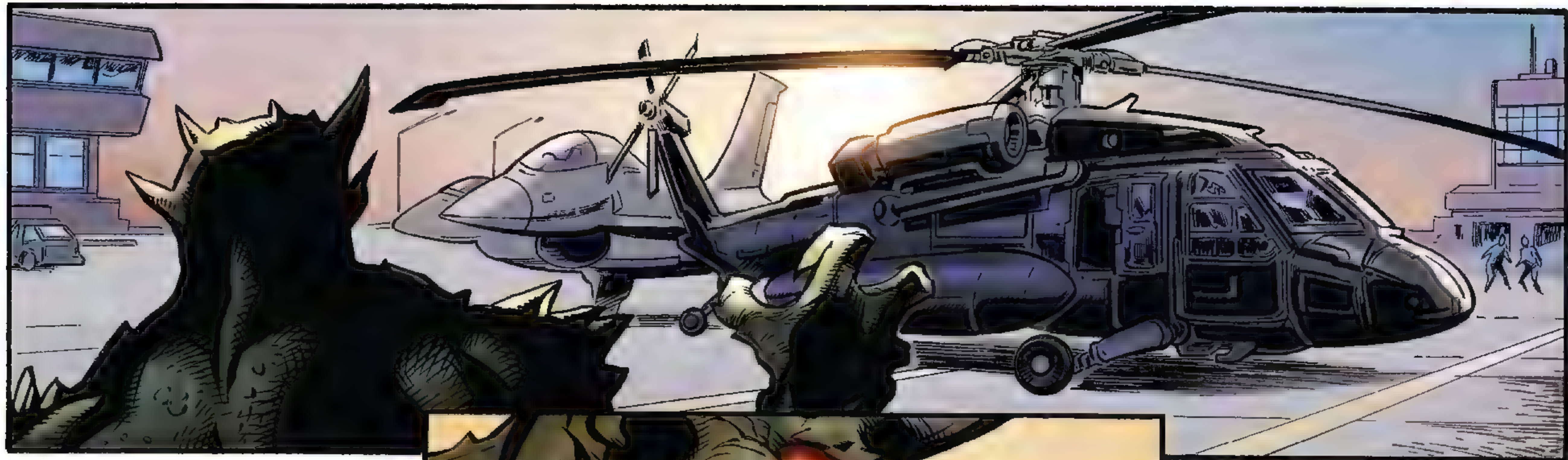
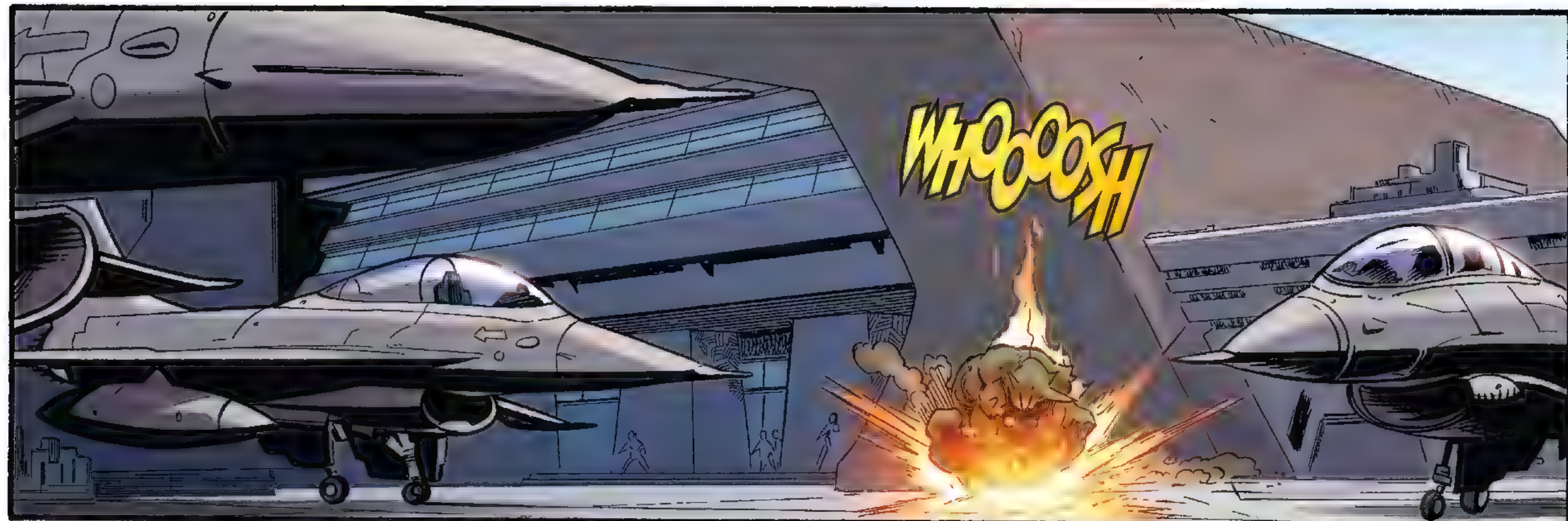
Nothing
fancy, nothing
smart-ass.

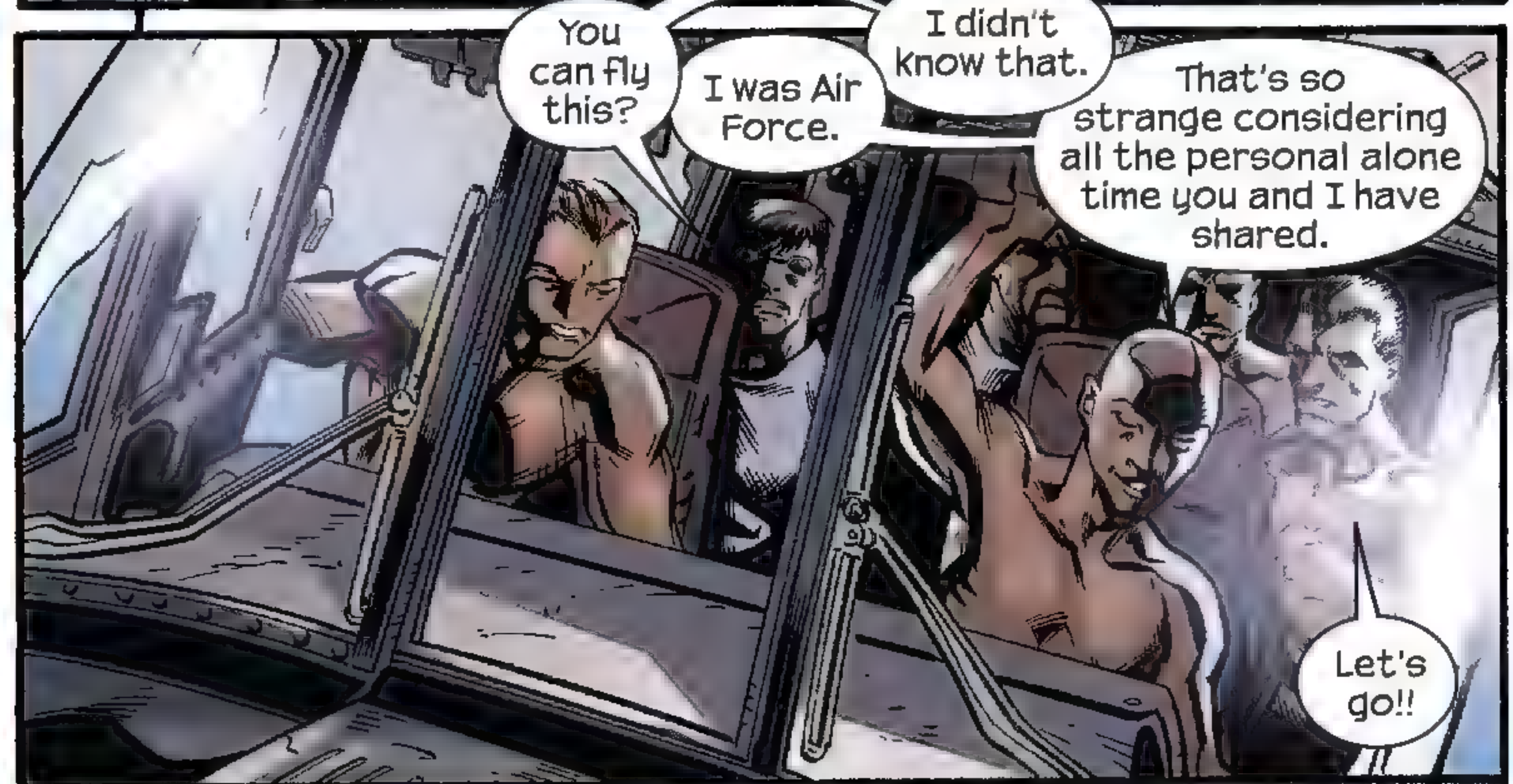
Dr. Octopus.

Our
Sandman is right,
Norman.

Let's make a
proper go of this in
a manner that suits
our intellect, hmm?

Vulture.







This is exactly why I don't date Goth girls.

Stop talking and look.



Life and death.

I don't think you've considered it in a real way.

And if you have, I see no evidence of it.

You need to know soldiers, like you, have faced life and death for this country since before there was this country.

And I know you may not see yourself as a soldier, but you are.

You wear a uniform and you fight.

But, and this drives me insane, you don't fight smart and you don't fight like your life depends on it.

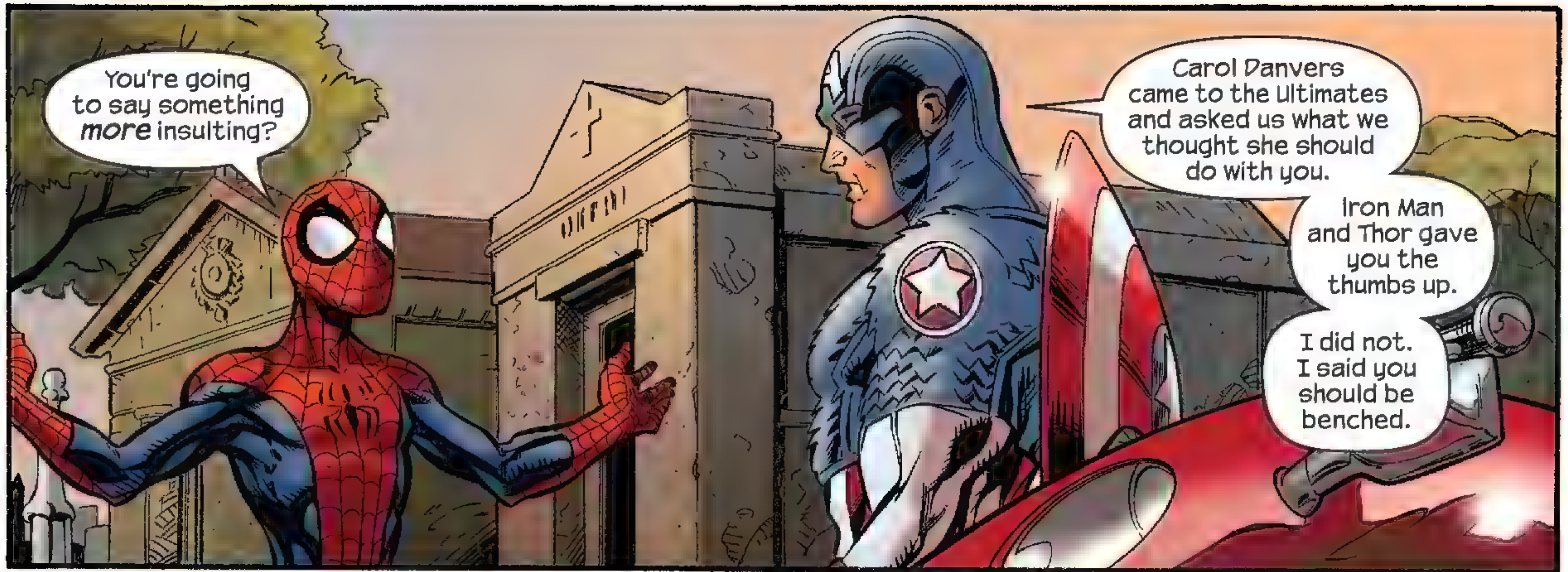
You don't fight like the lives of others depend on it.

You act like a teenager who doesn't think his day will ever come.

And that, I'm sorry, makes you a fool.

Now this next part, you're not going to be too happy to hear...





You're going to say something *more* insulting?

Carol Danvers came to the Ultimates and asked us what we thought she should do with you.

Iron Man and Thor gave you the thumbs up.

I did not. I said you should be benched.



I was outvoted.

That's why we're here.

To teach you.

Because there's two ways to run into a burning building.

To train you.

Two ways to fight a maniac who won't lie down...

Two ways...



One is smart and courageous, and one is immature and foolish.

Because... we're all going to end up here eventually.

And it is your responsibility to make sure--and listen, this is the most important thing I can tell you...



No matter what you--

BIZZBOP BIZZBOP

Huh.

No matter what what?

Hold on.



This is Rogers.

There's a priority situation.

What is it?

I'm on my--

It's a @#%*&-#%@! We had a security break at the Triskelion.

But that's not for you.

Fury's black ops team has gone rogue in the city.

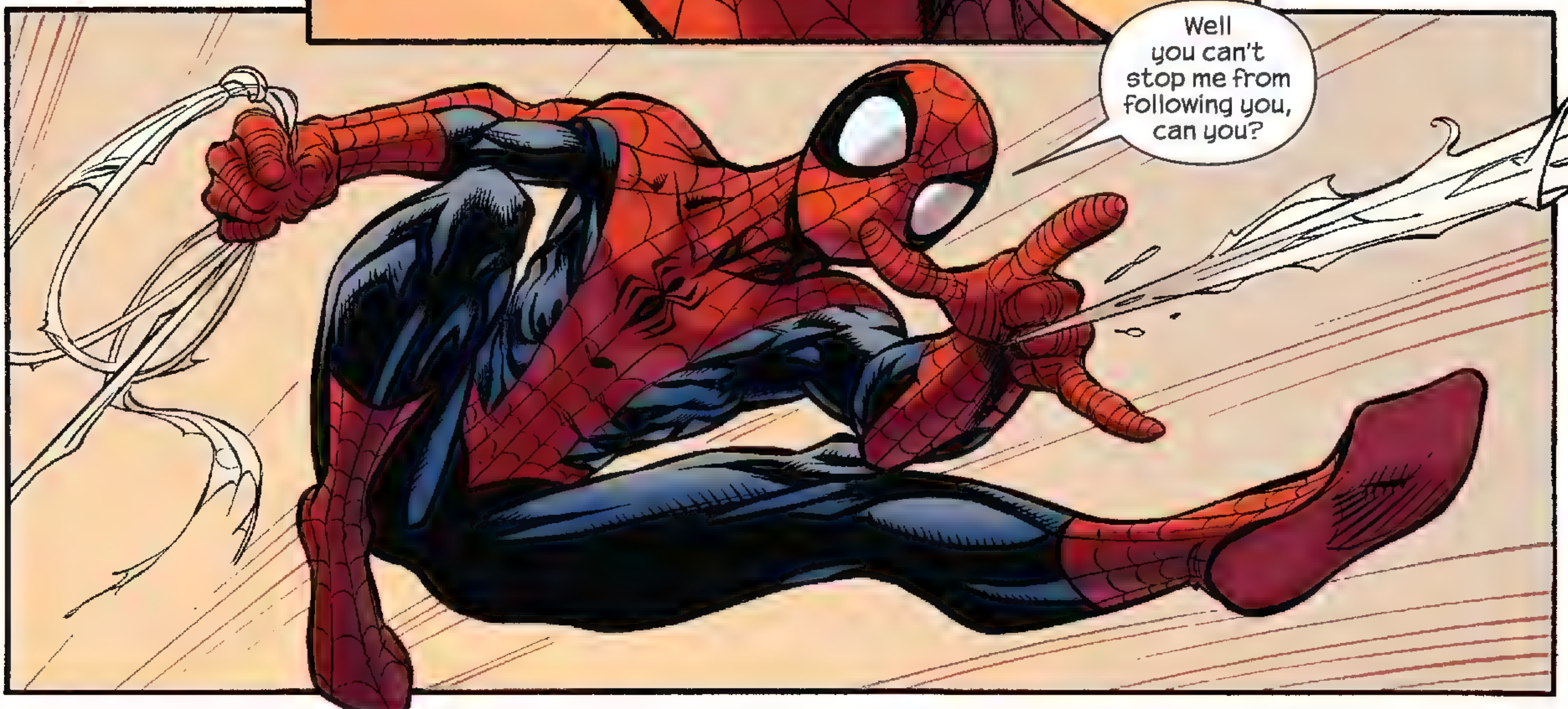


You're kidding.

They are in the city. I am sending you coordinates.

The alpha team will rendezvous there.

I'm on my way.





This is Johnson. We have a Black Hawk down in Bryant Park!

Are the escapees there?

Not a single one.

They trashed the entire neighborhood and got away.

We're interviewing civilians now, but it looks like they put up a wall of fire and sand and bailed.

I need more men. I need a full excavation and search party.

No can do.

What?

We have a major situation on the Queensborough Bridge. We have an active firefight.

Try to contain and keep the story out of the press.

I'll try.

But it's in the open.

Do your best, over.



Jonah, it's Ulrich. How much do you love me today?

How about if I am eye-witness to Norman Osborn's daring escape from prison?

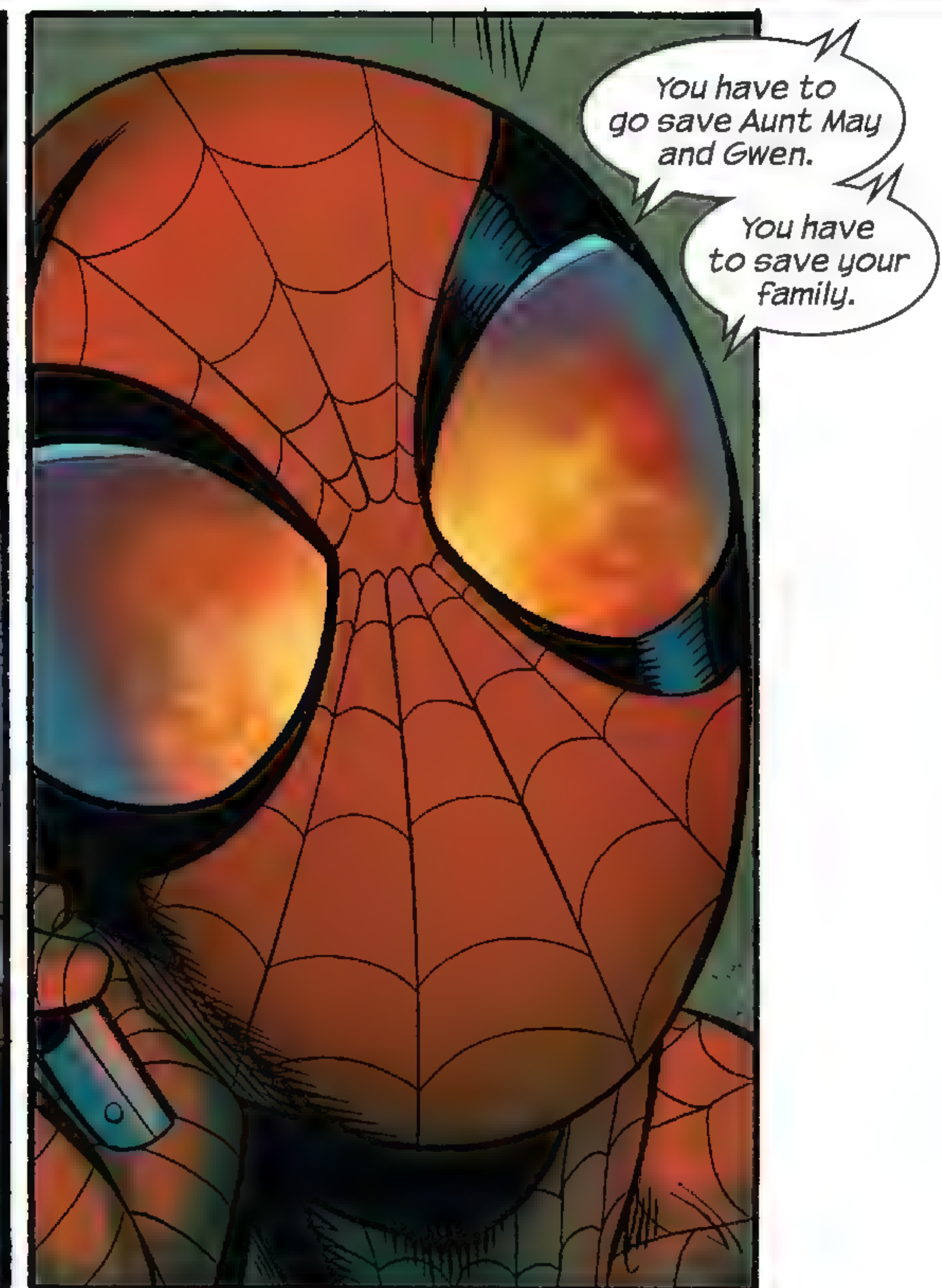
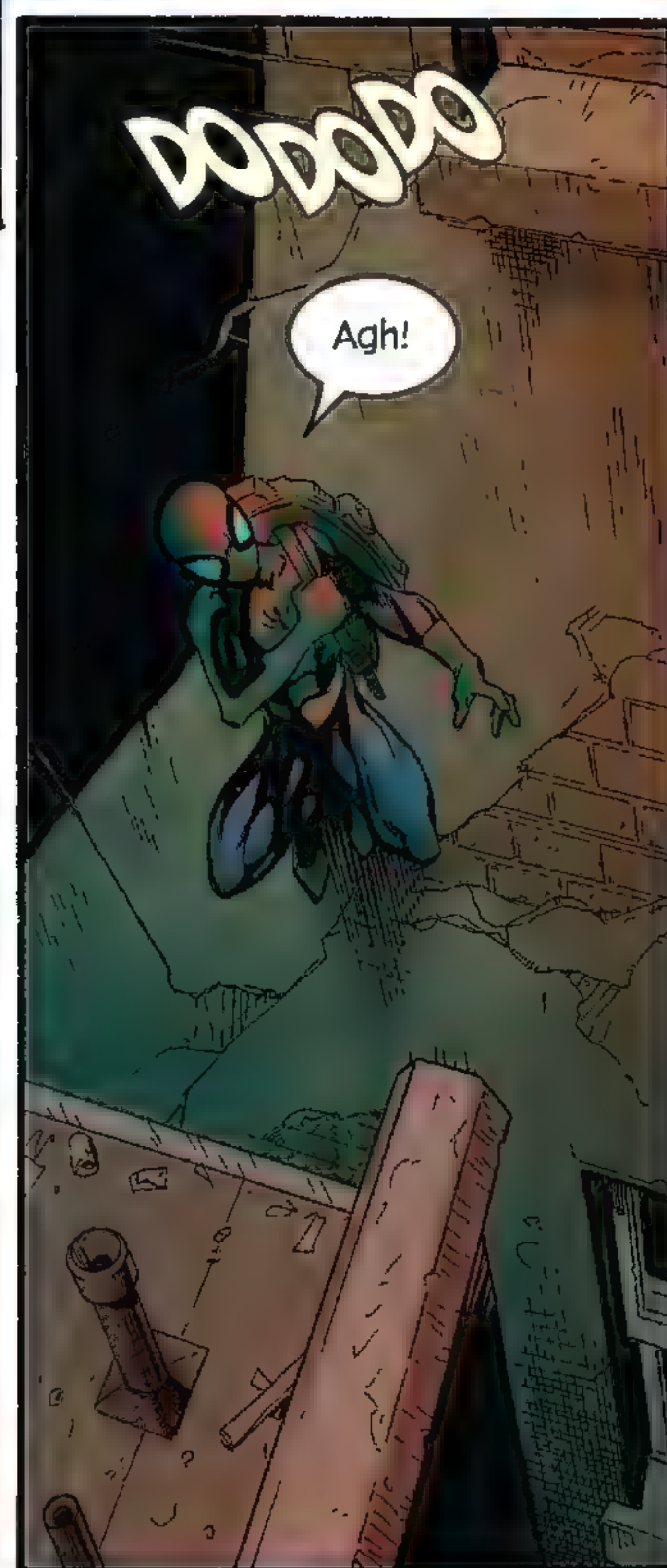


Oh, and I got it on video.

Video proof that he is alive!!

No matter what S.H.I.E.L.D. says.

You love me now?





Oy!

What do I do??

The big time Ultimates are in the middle of just about the biggest battle royale that *I've* ever seen.

And that's about the biggest *mess* I've ever seen.

KRAKA BOOM

You know? That I didn't directly help make.

I-I want to go help. I *should* go help.

But Captain America specifically told me not to.

He specifically told me.

And listen, say what you want about the guy, that guy knows how to throw out a command.

But now I find out that Norman Osborn is *alive*??

And escaped from prison??

Someone's got to do something about *that*!!

I have to go make sure my family and friends are safe!

Ugh, what do I do first??

What do I do??!!





This is insane.

You see this? This is happening in this city *right now*?



You know what, Vulture, I think it's the luckiest thing that ever *happened* to us.

We just escaped from the joint.

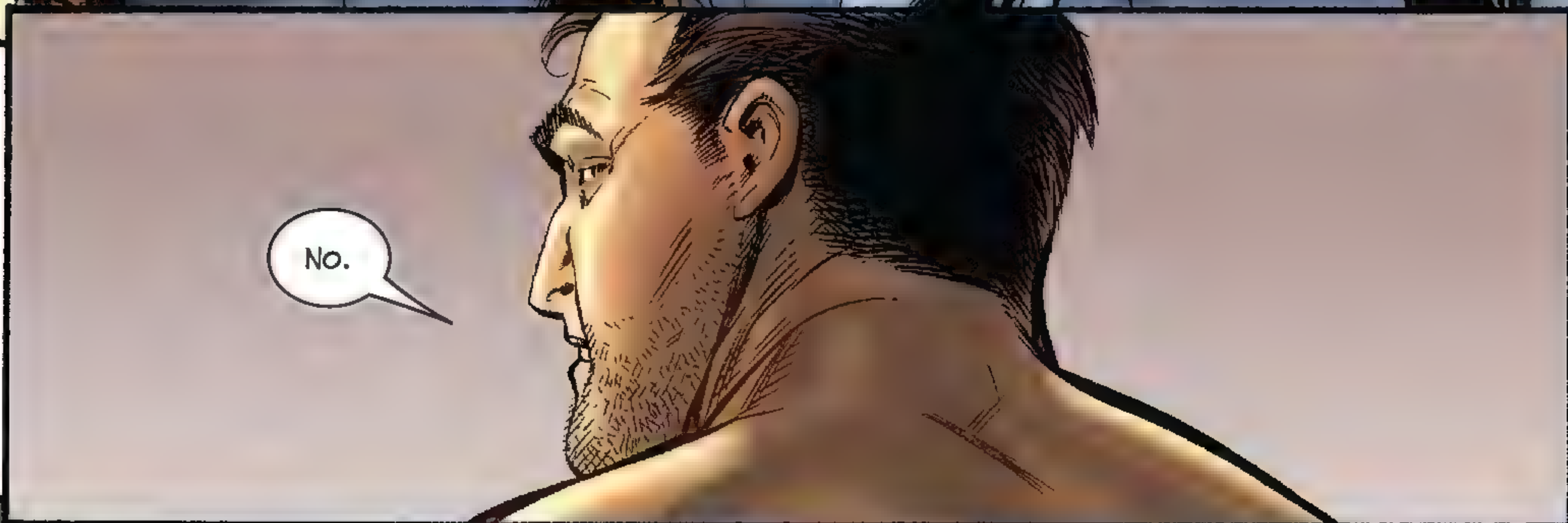
All those guys would be right up *our* nose if they weren't smackin' each other around.

Right up, Sandman.

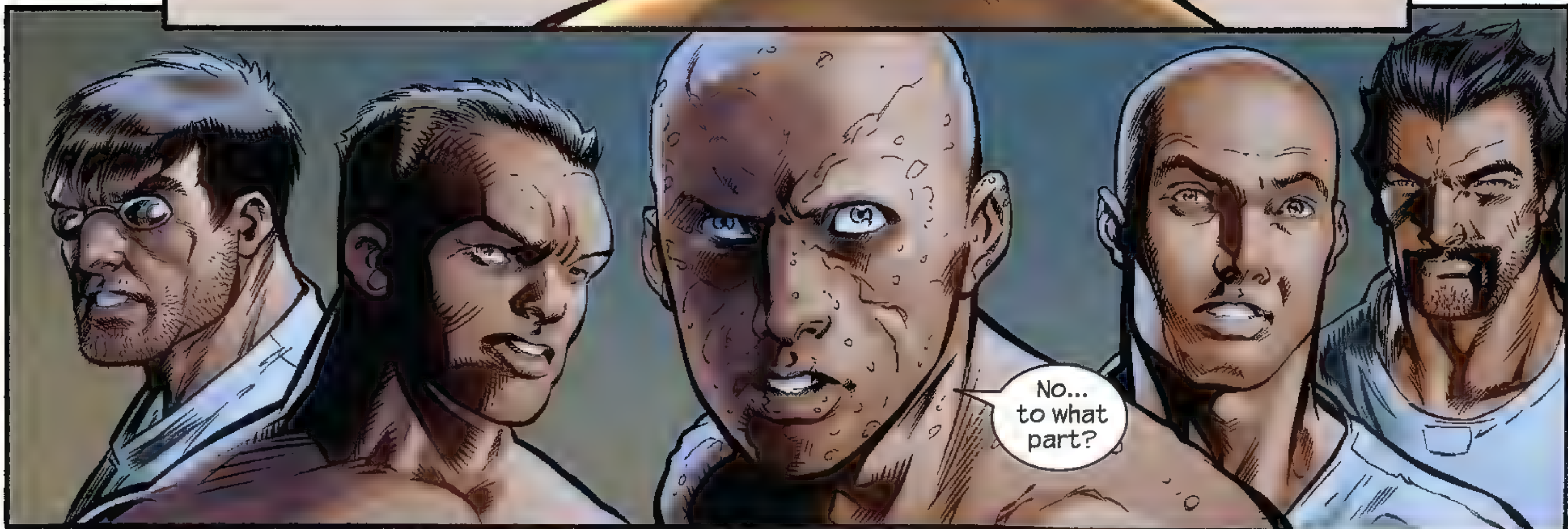
This is a lucky break.

Aye!

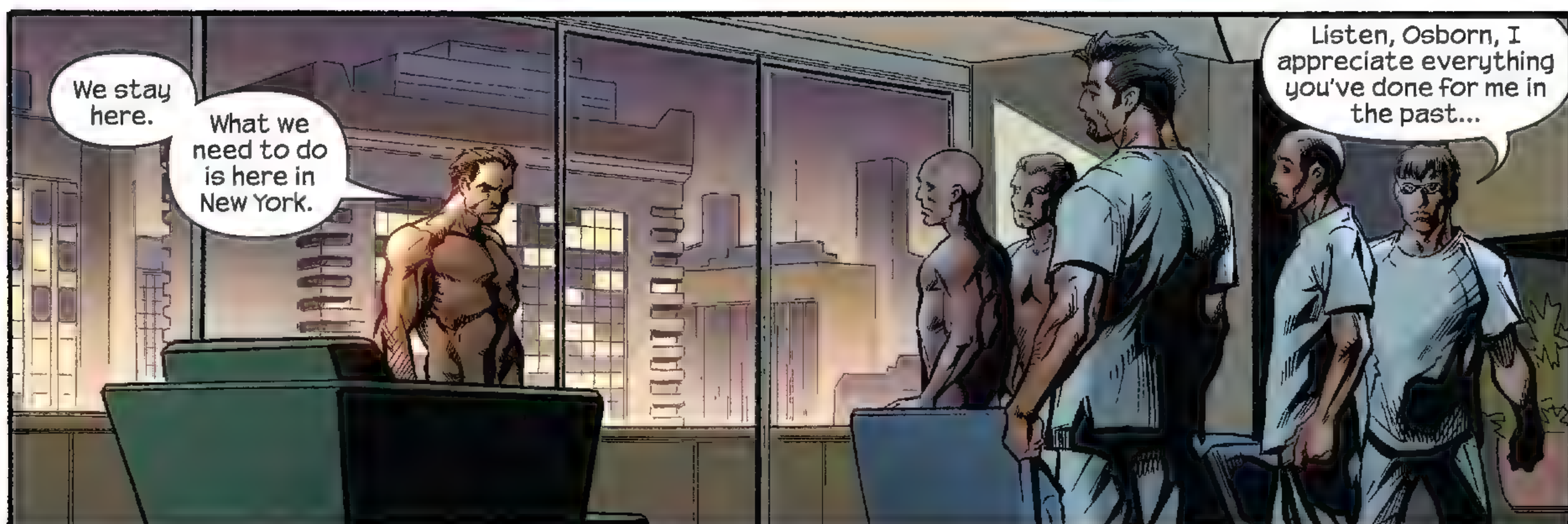
I say we take the opening and we get the hell out of this town.



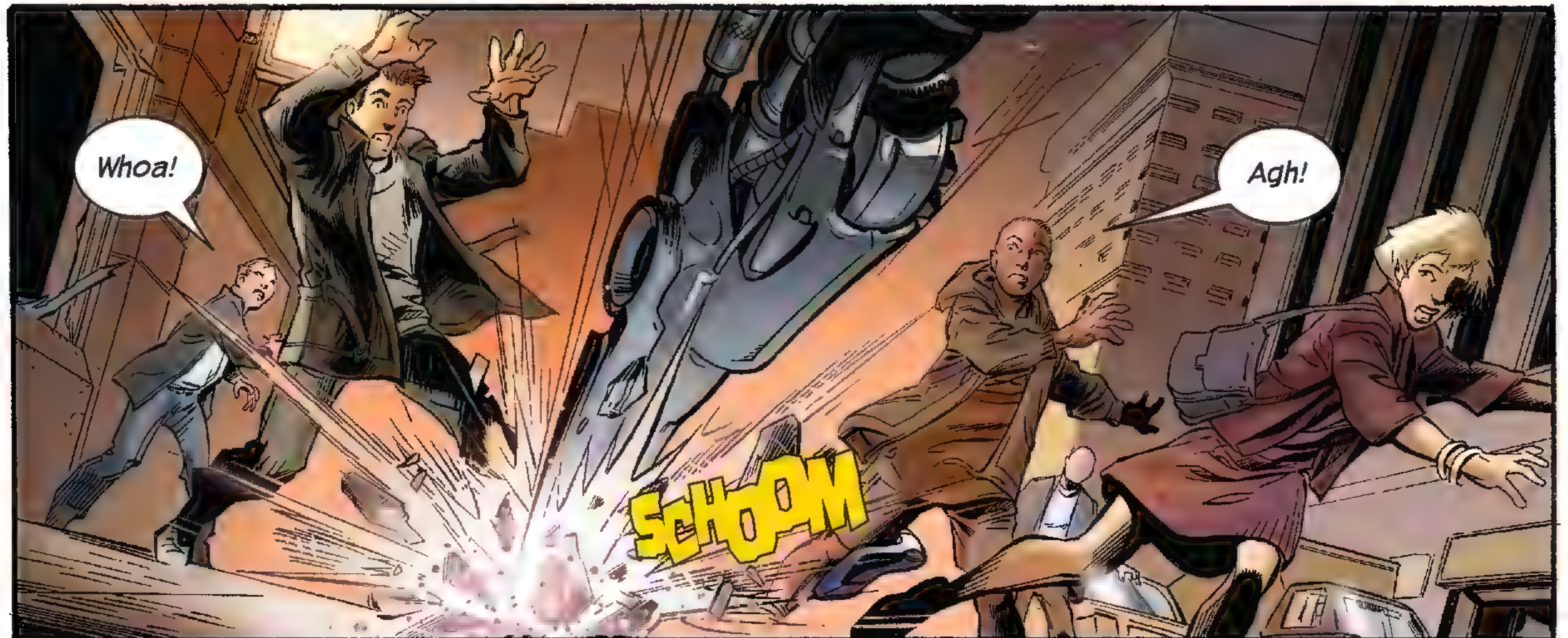
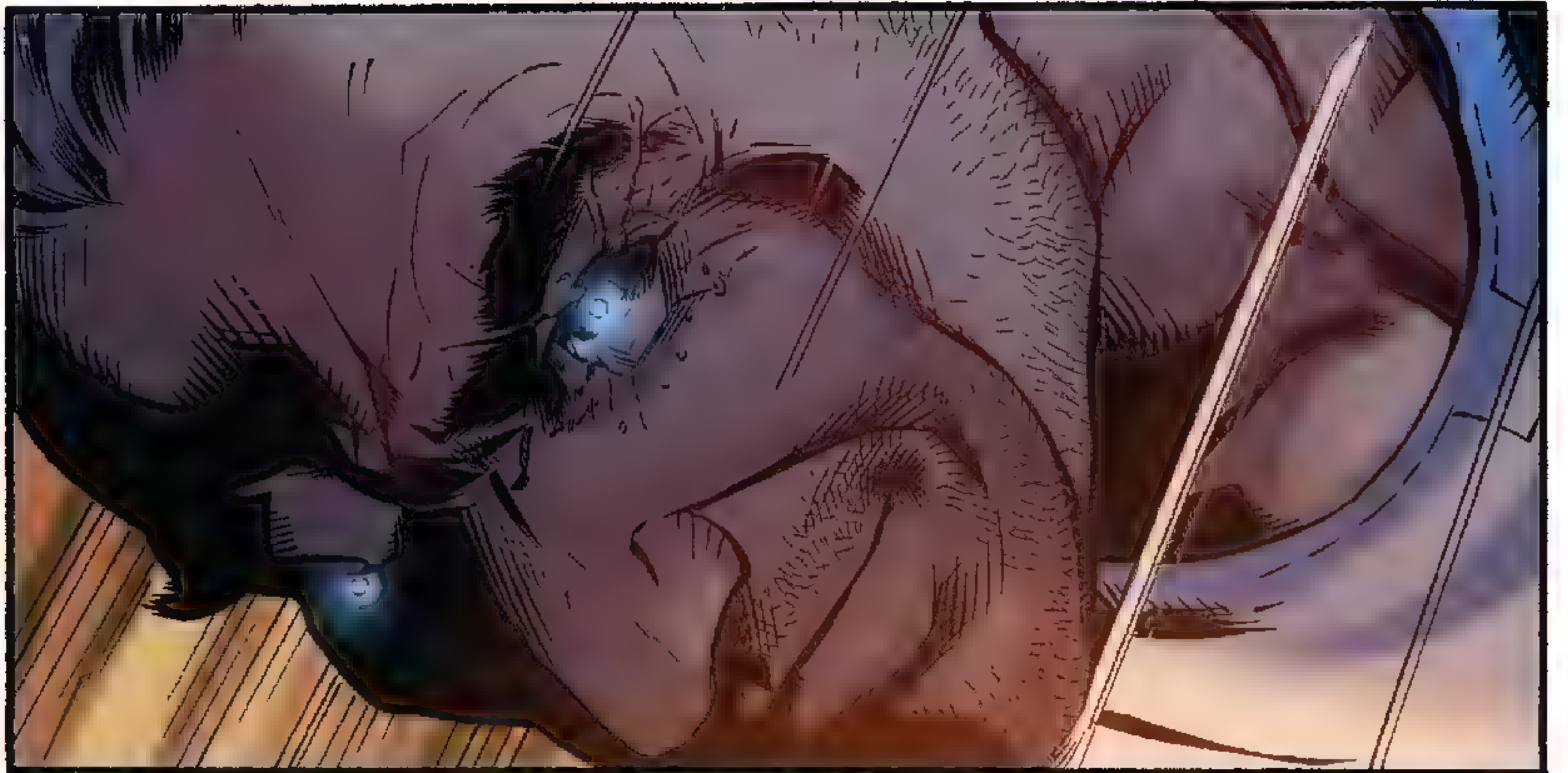
No.

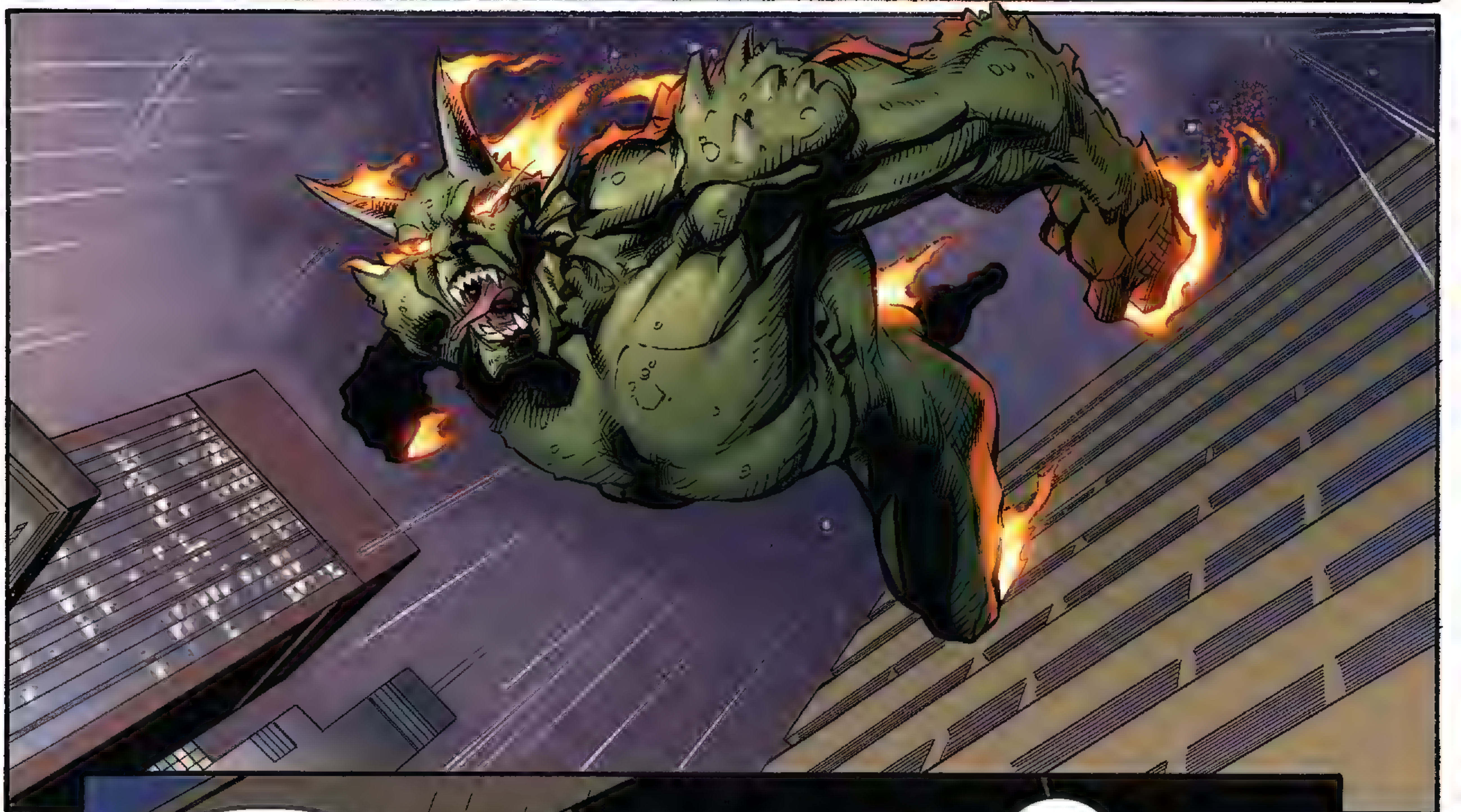


No... to what part?





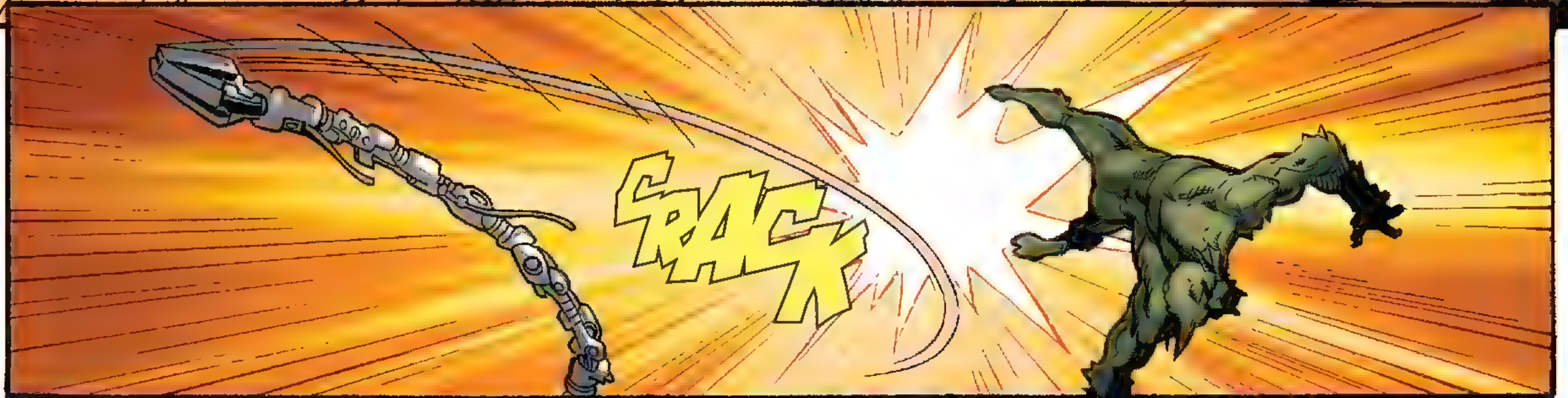


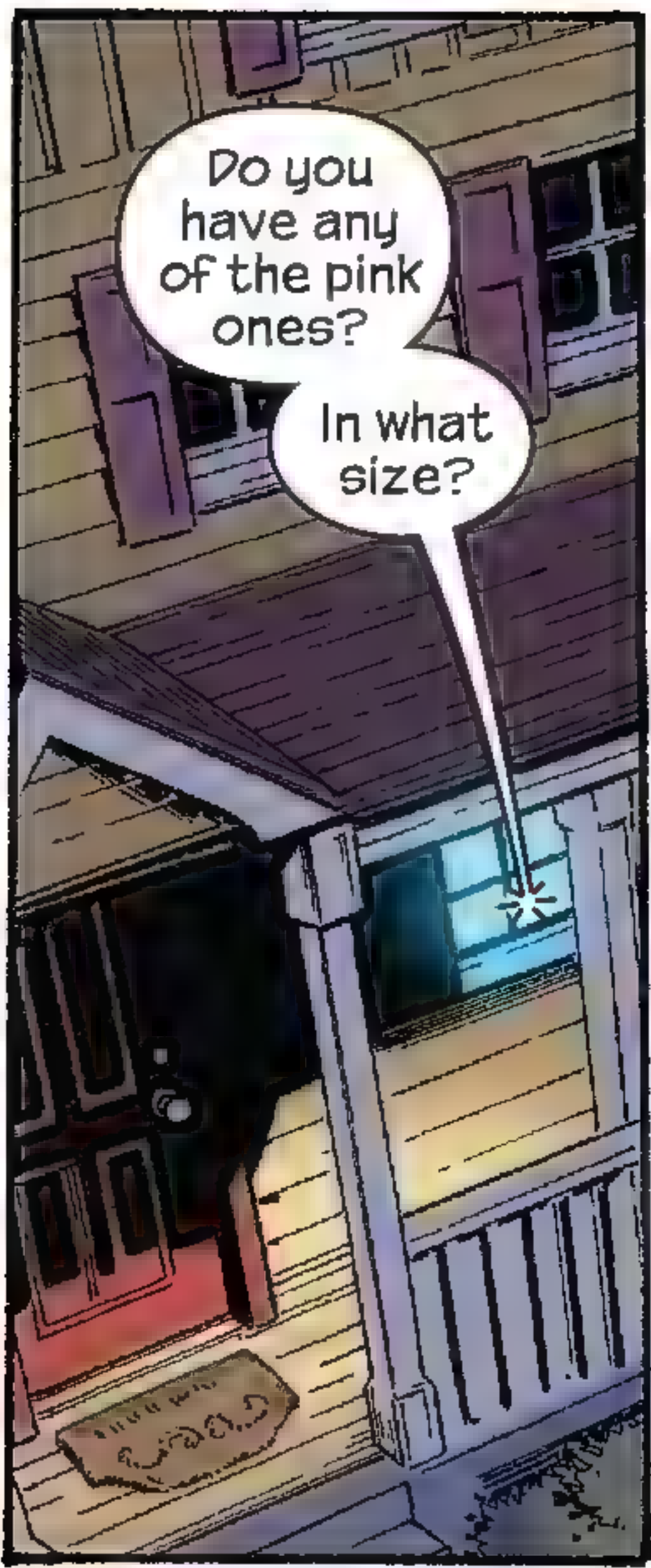


I thought we weren't supposed to use our powers because S.H.I.E.L.D. will figure out where we are...

'Tis a blood feud.

Ya think?





Do you have any of the pink ones?

In what size?



Find out if they have medium.

Do you have it in medium?

One small, one medium.

"One small." Rub it in.



Guys!!

Jeez!

Aaie!

Peter, what are you--?



Aunt May, Gwen, Grab whatever you need and **get out of here!!**

What are you--?

I mean it, grab whatever you need to get in the car and drive **out of the city!!**

What's happening?

Norman Osborn is **alive** and he's coming for us.



I thought you said he was **dead**.

I thought he **was**.

It's on the news he escaped from prison.

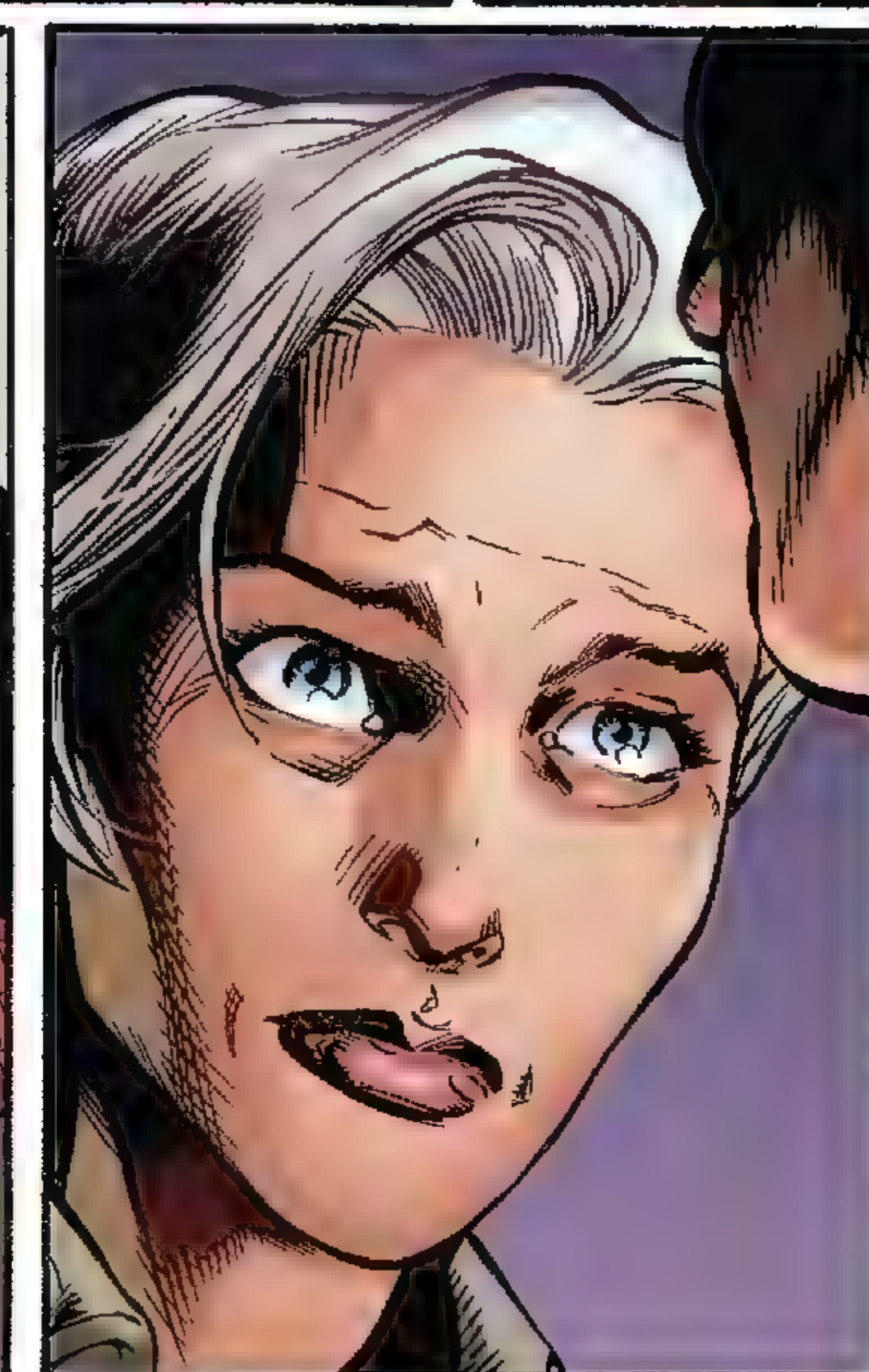
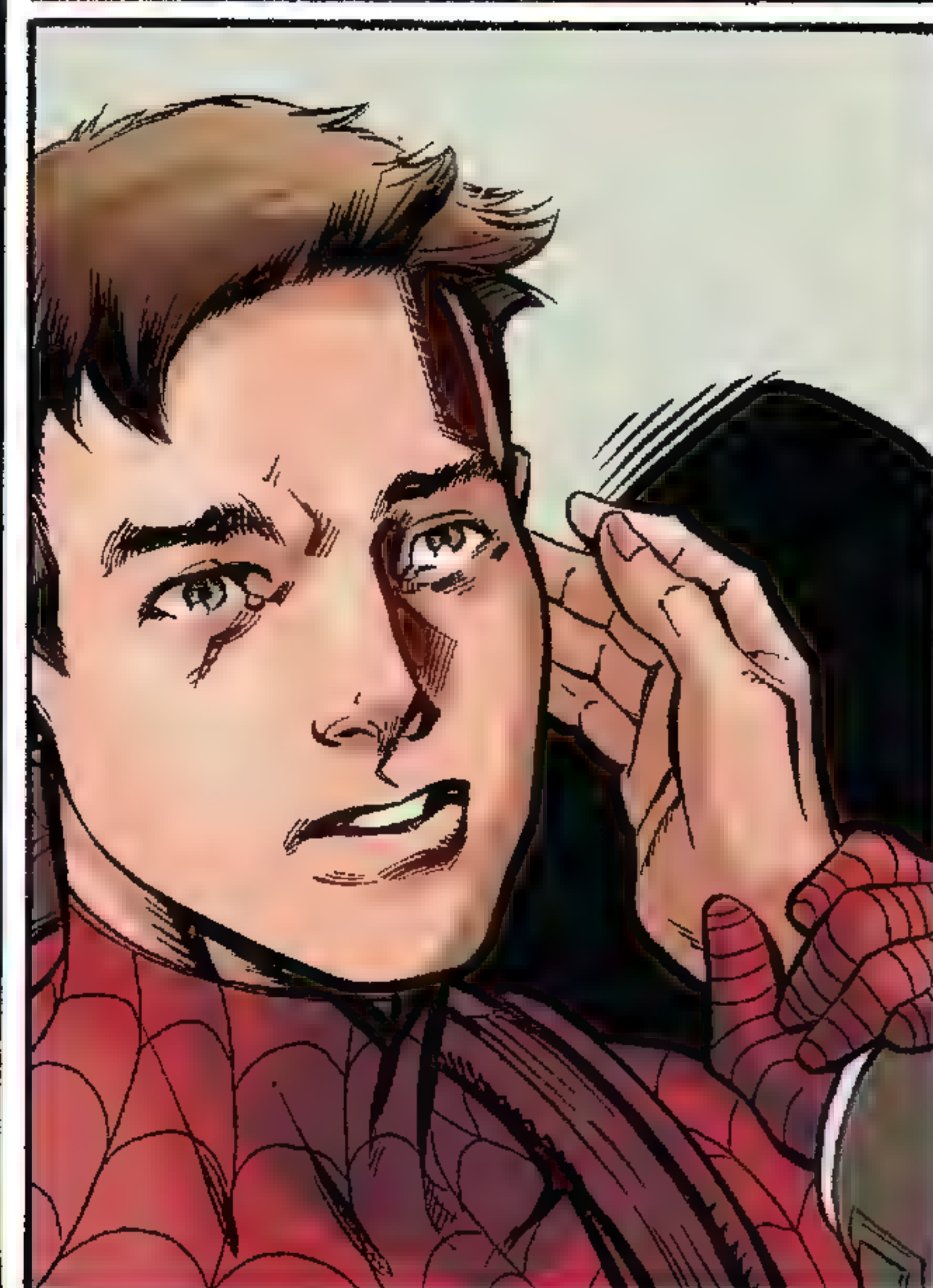
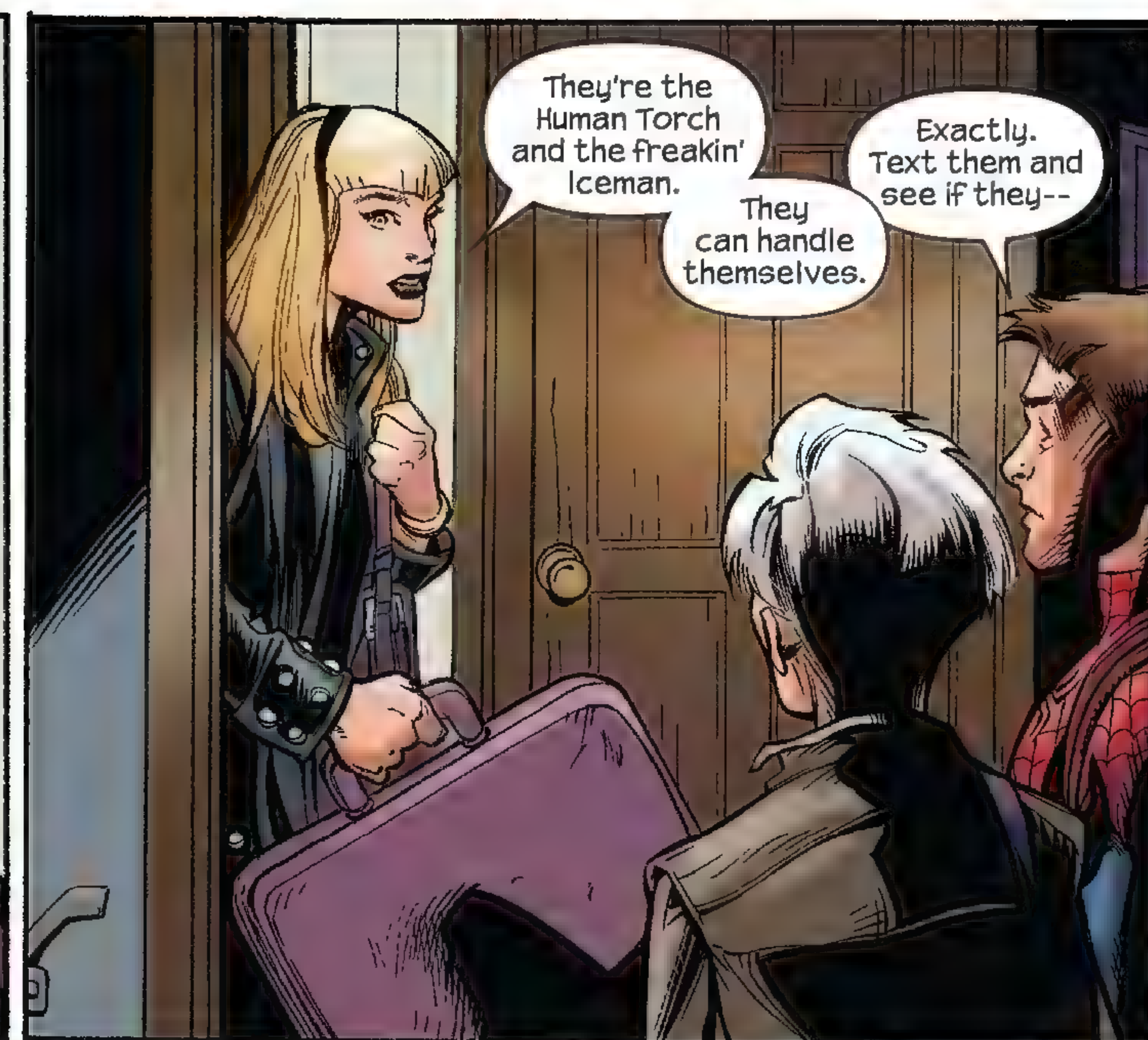
And--and--and it's a bunch of the guys that I've beaten up over the years--they are **all out**.

And they **know!! They know!!**

Know **what??**

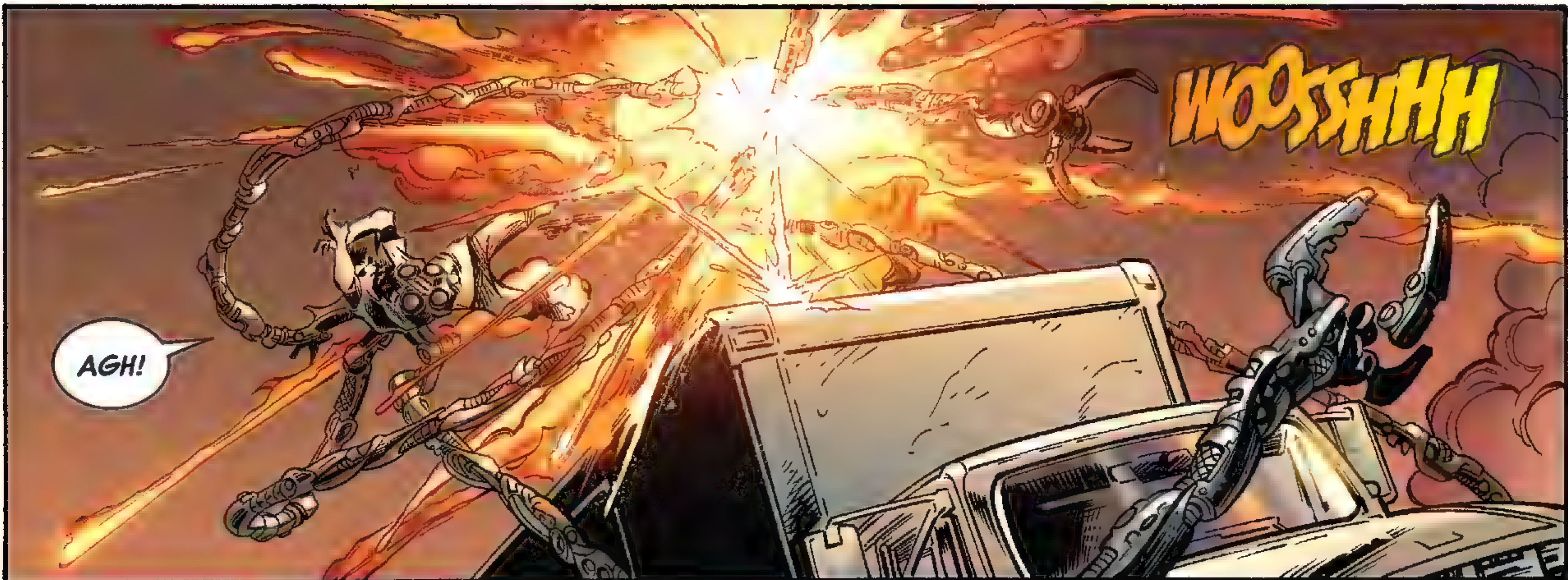


They know who I **am** and they know where I **live!!**





HhUUaaarrghh!!



WOOSH!!!

AGH!

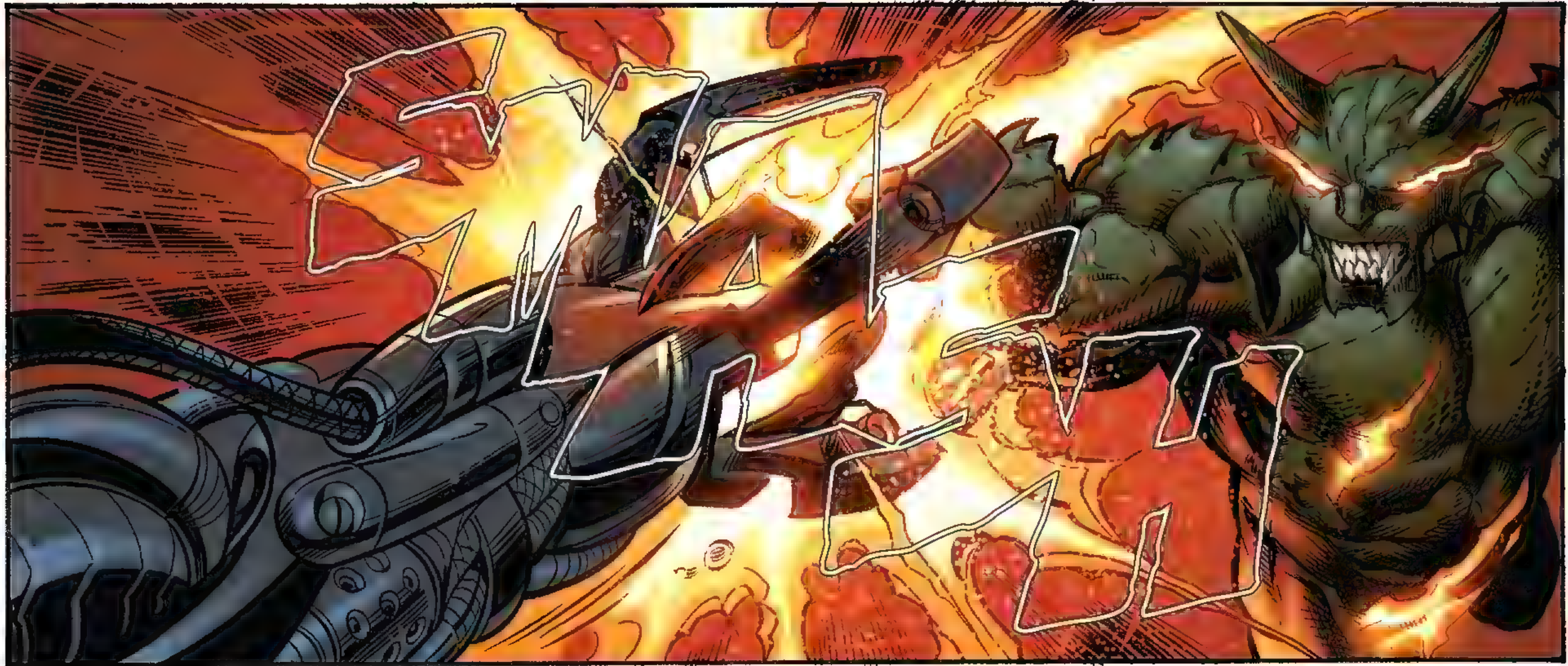
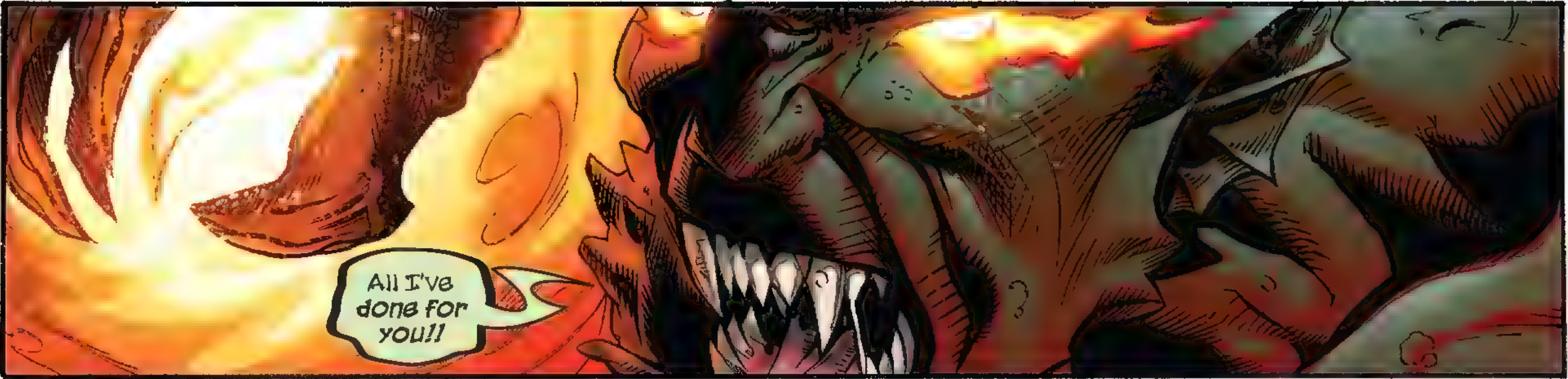
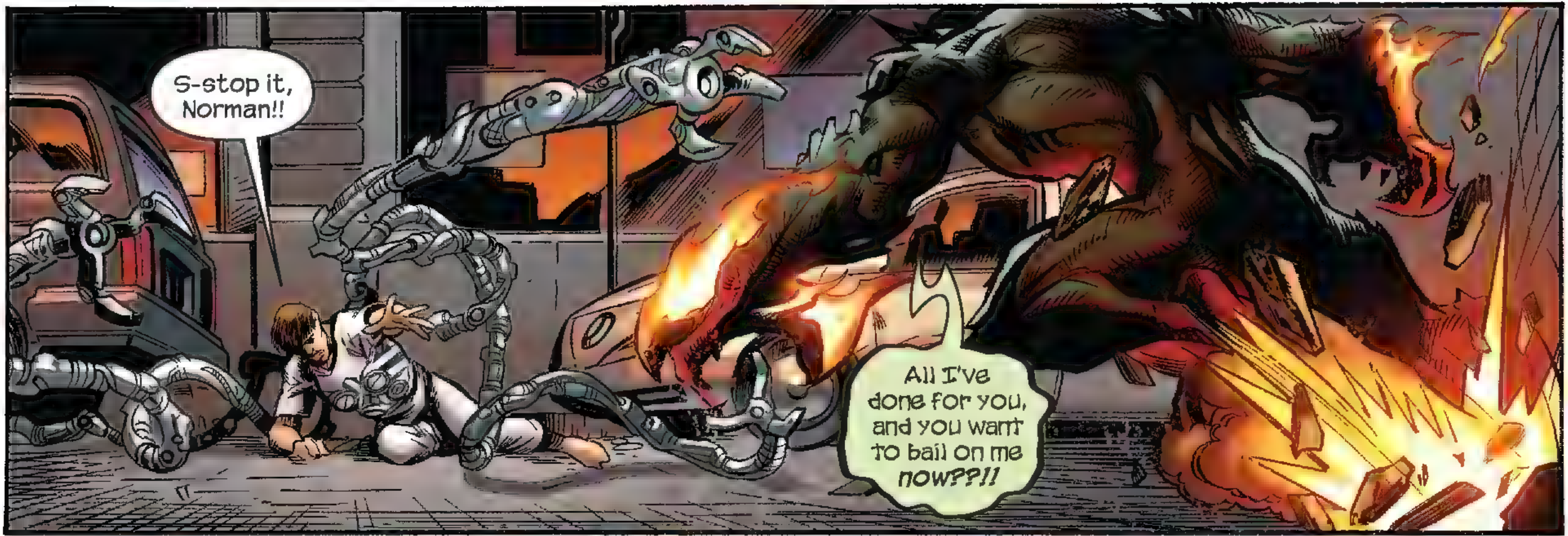


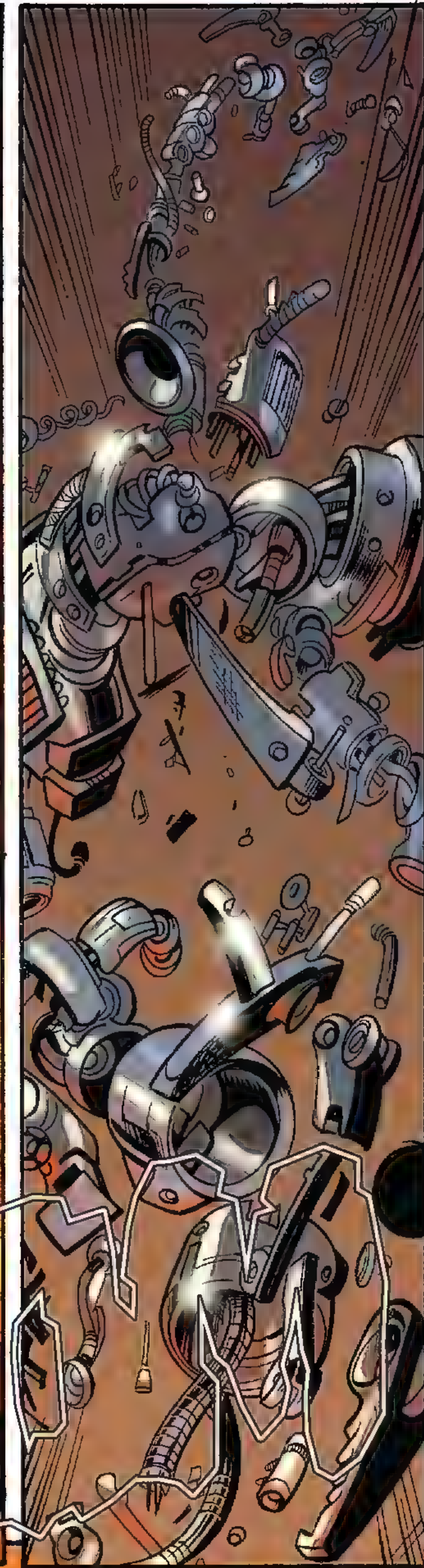
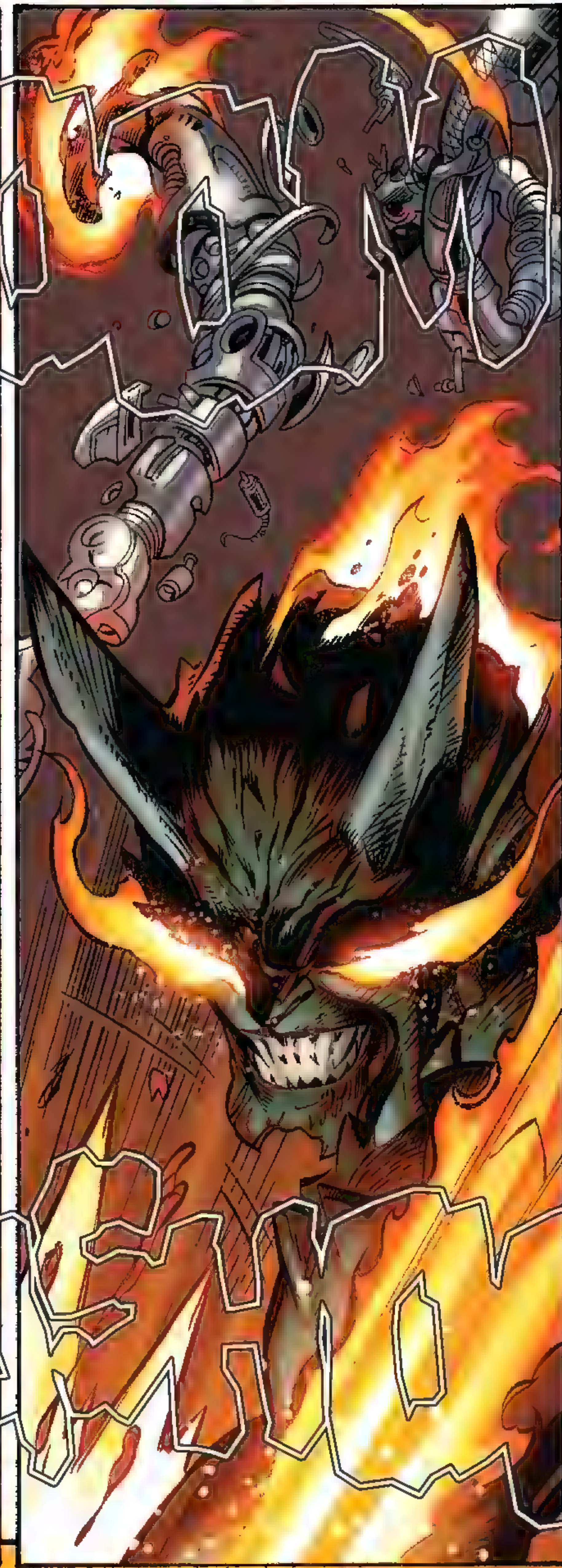
Aiow!

SMASH



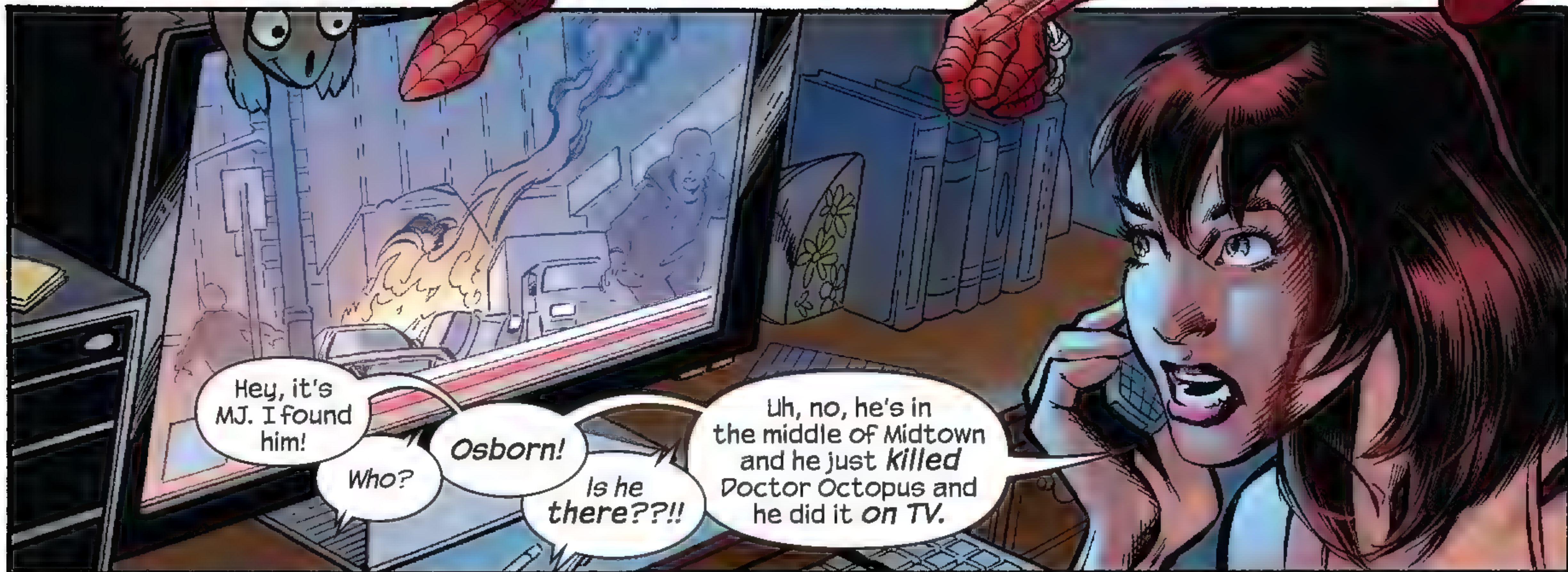
We?
We created Spider-Man?
And you think I'm out of my mind.







Hello?



Hey, it's MJ. I found him!

Who?

Osborn!

Is he there??!

Uh, no, he's in the middle of Midtown and he just *killed* Doctor Octopus and he did it *on TV*.



No!

Yes.

It's on TV?

On the one channel not carrying the giant Ultimates fight!

Does it say exactly where?



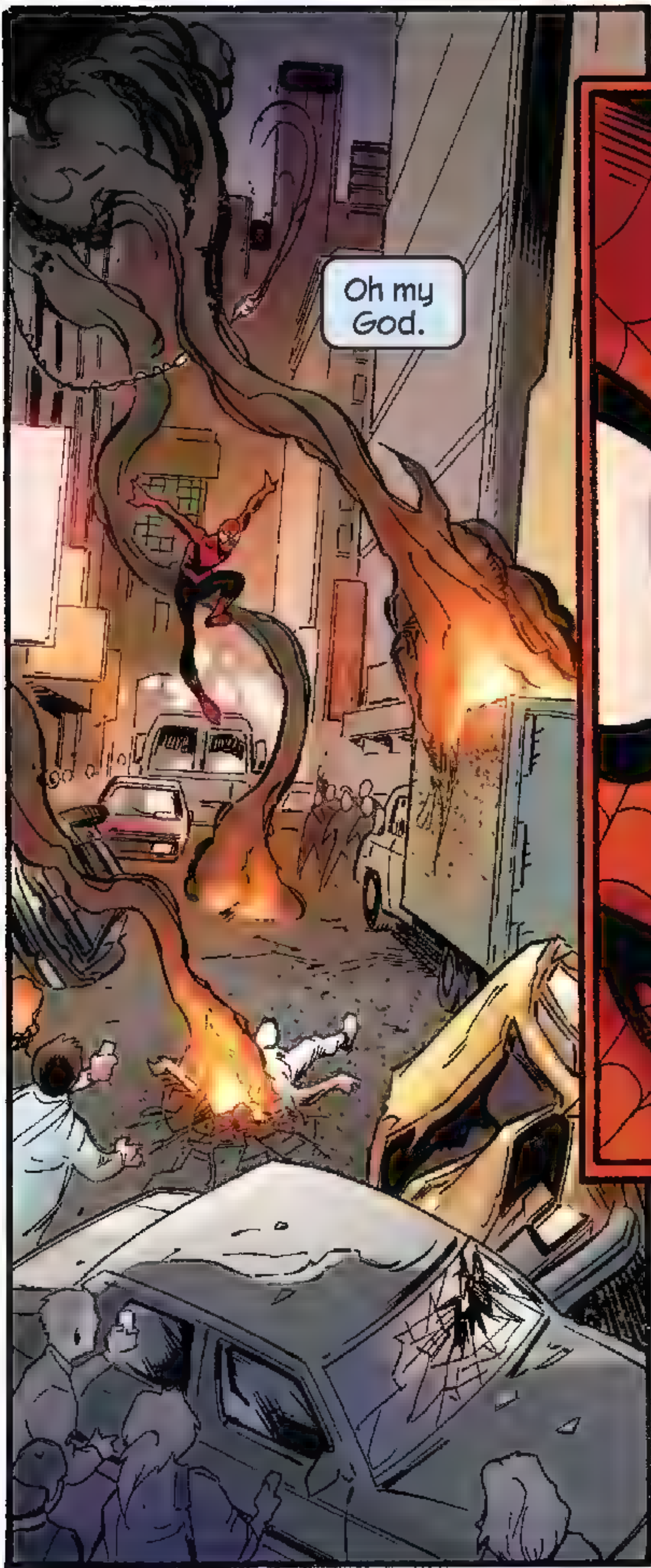
No, it just--ugh. They just cut back to the other thing!

This is crazy!!



I gotta go.





Oh my God.



Oh my God!!



He killed him.

Osborn actually kill--oh God!



Hey you!!

You can't be here!!

Yo, Spider-Man!!

You should've *seen* it!!

It was like the Hulk or something!!

He went *crazy*!

Where did he go?

Did you-- did anybody see where he came from??

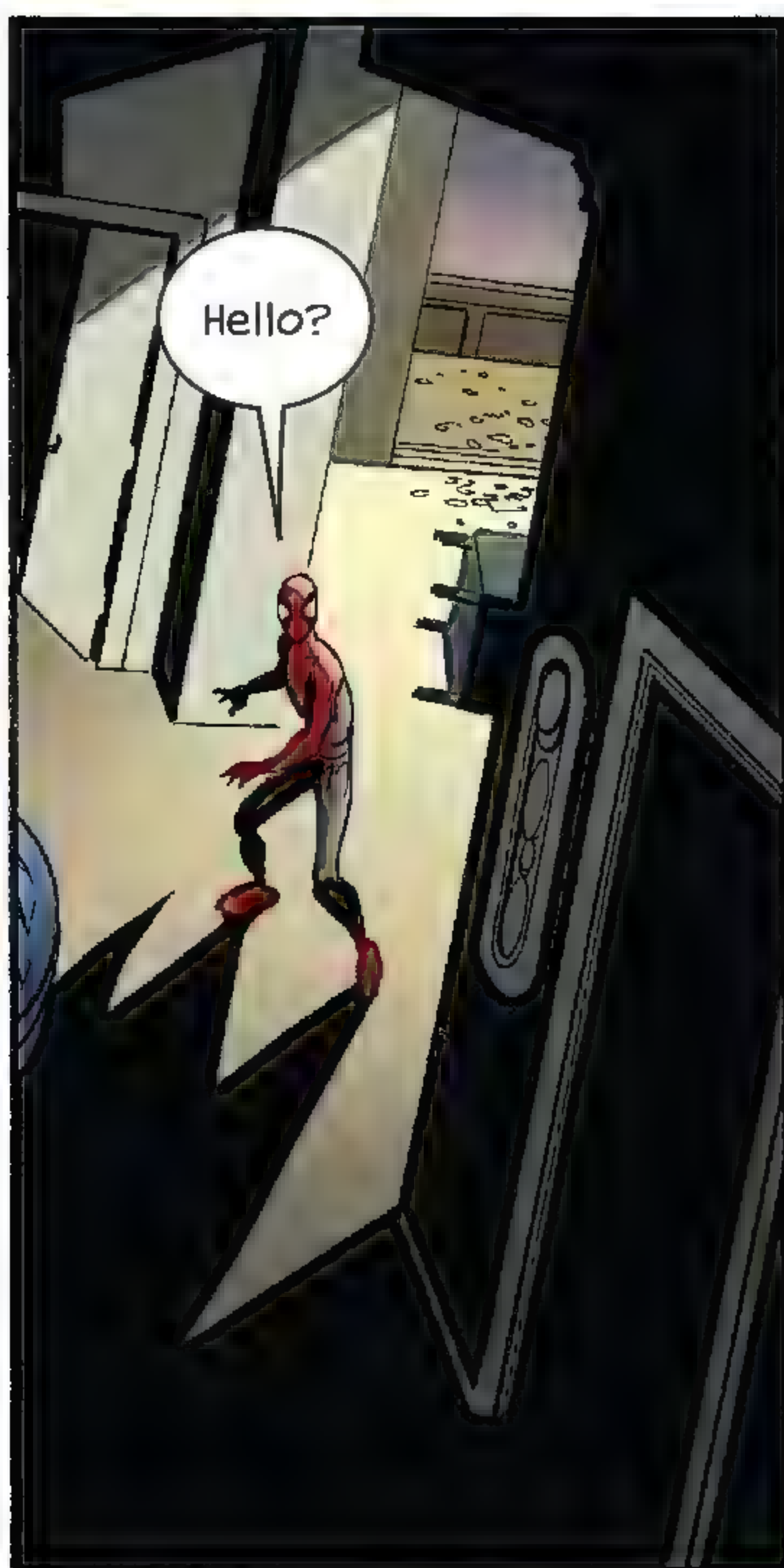




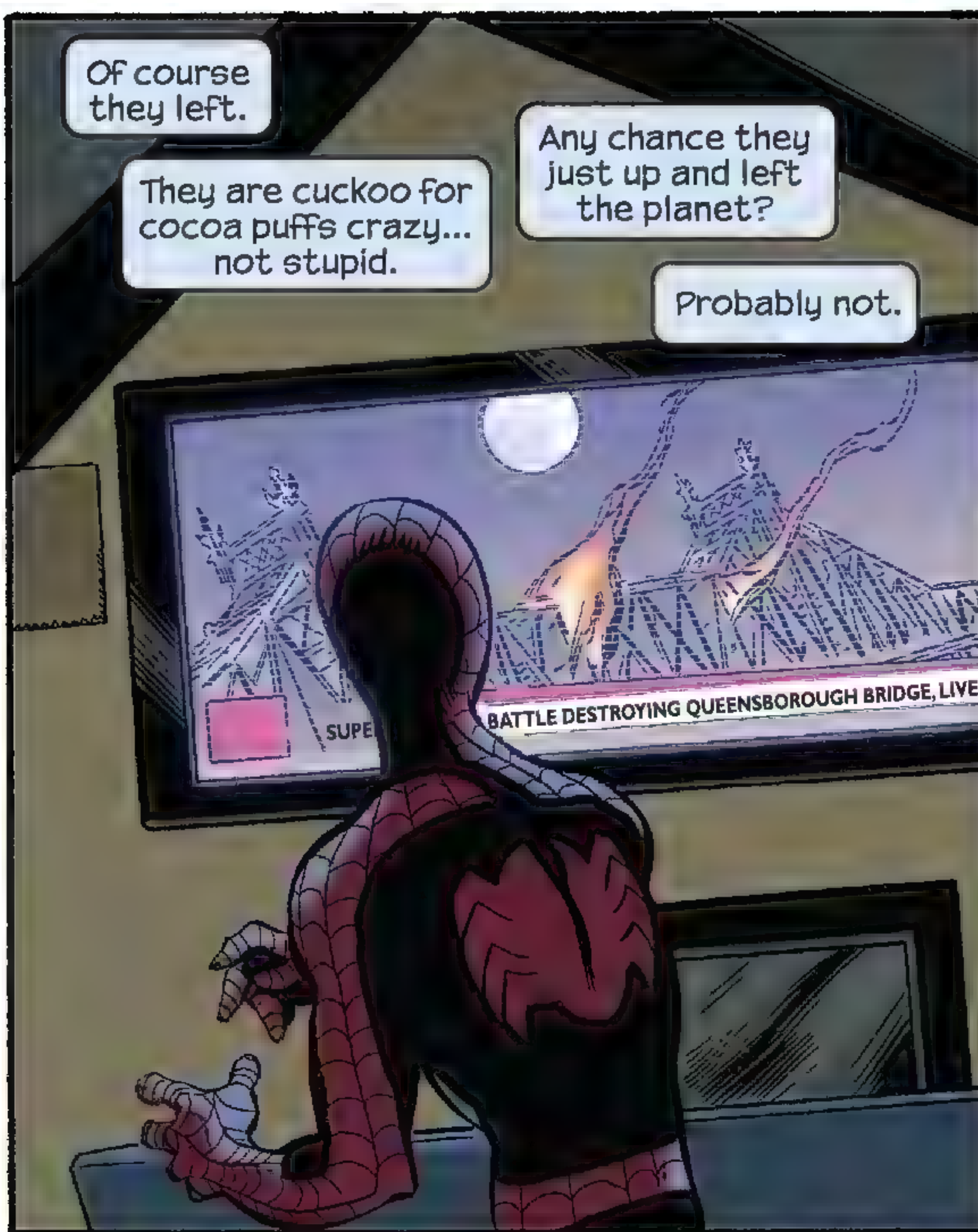
Oh my God,
Norman.

You have to pay
for this. You just
have to!

You're completely
off the deep
end and you--



Hello?



Of course
they left.

They are cuckoo for
cocoa puffs crazy...
not stupid.

Any chance they
just up and left
the planet?

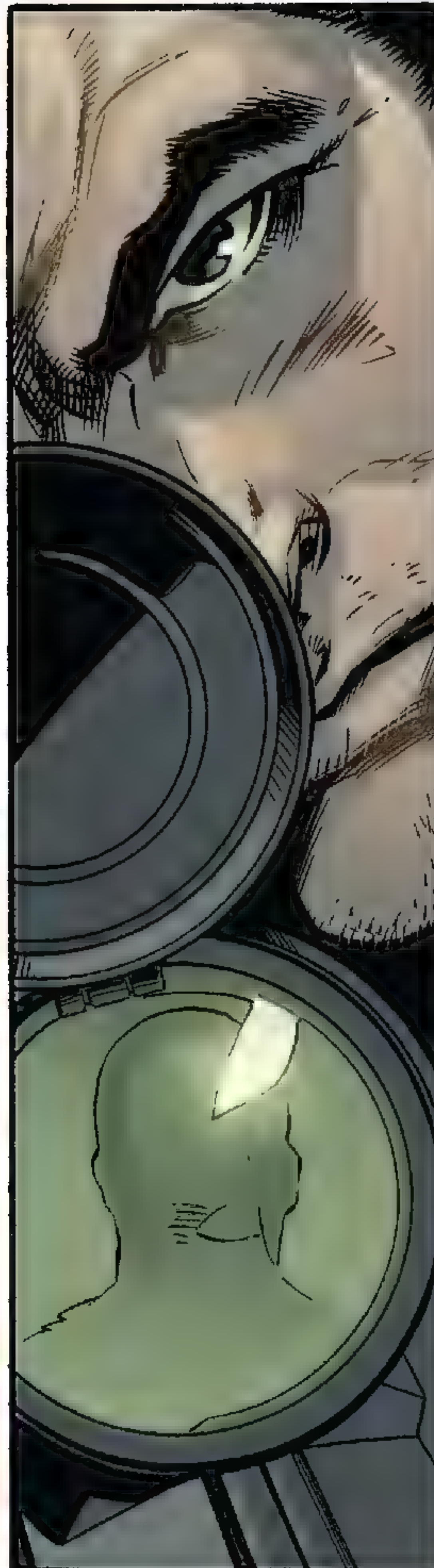
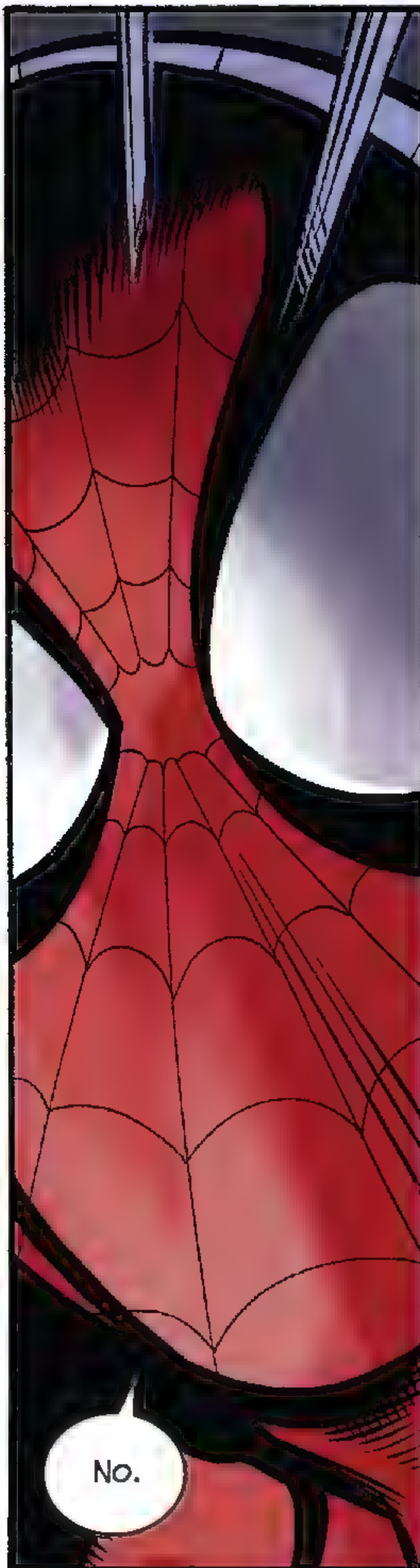
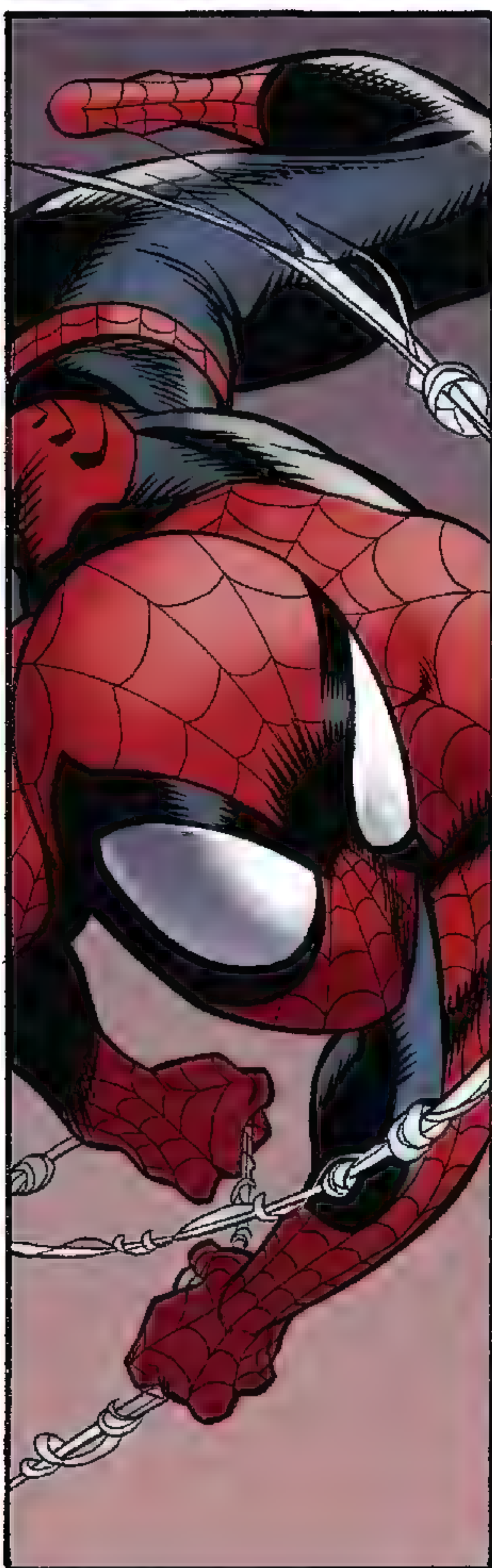
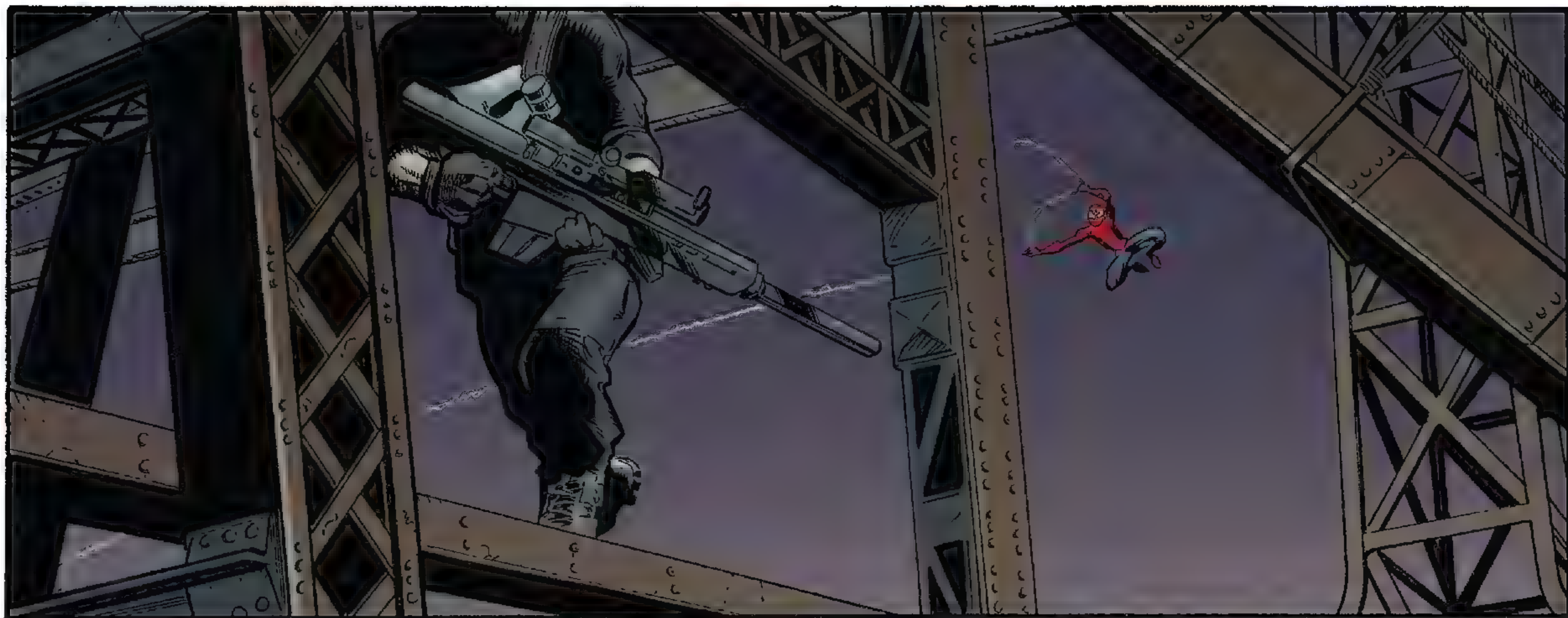
Probably not.

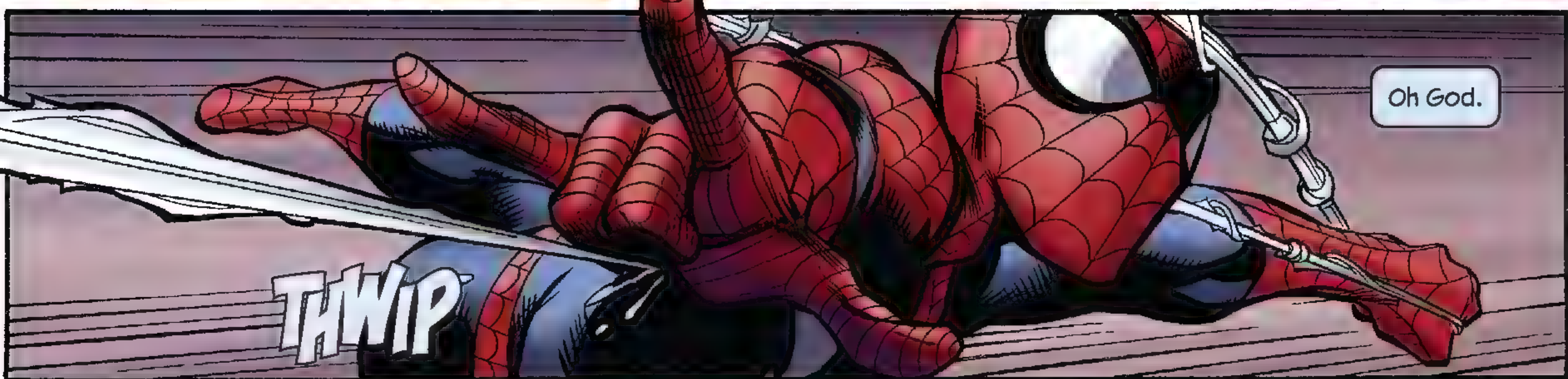


I can hear the police
coming down the hall.

I have to get out
of here before they
blame this on me.













Hey,
Tinkerer!

The
Vulture.

And he
brought
friends.

I don't
suppose any
of your friends
have my
money.



Well,
no.

We--we
don't have
money for
you *today*
but--

Man, you
suck.

Listen--

No, *you*
listen!



We had
a deal.

And the last time I heard
your song and dance, you
ended up leading S.H.I.E.L.D.
right to *my* door.

The last time we
did business...And I use
the term business as lightly
as possible because usually
when two people do business,
there is a business
transaction...

Not some
bald-headed
fart ripping off
someone ten
times their
intellect.



Give the
man what he
asked for.



Hey!

Fire down,
man! This is
sensitive
equipment.

I'd think
you of all
people would
respect that,
man.

You're Norman
Osborn!



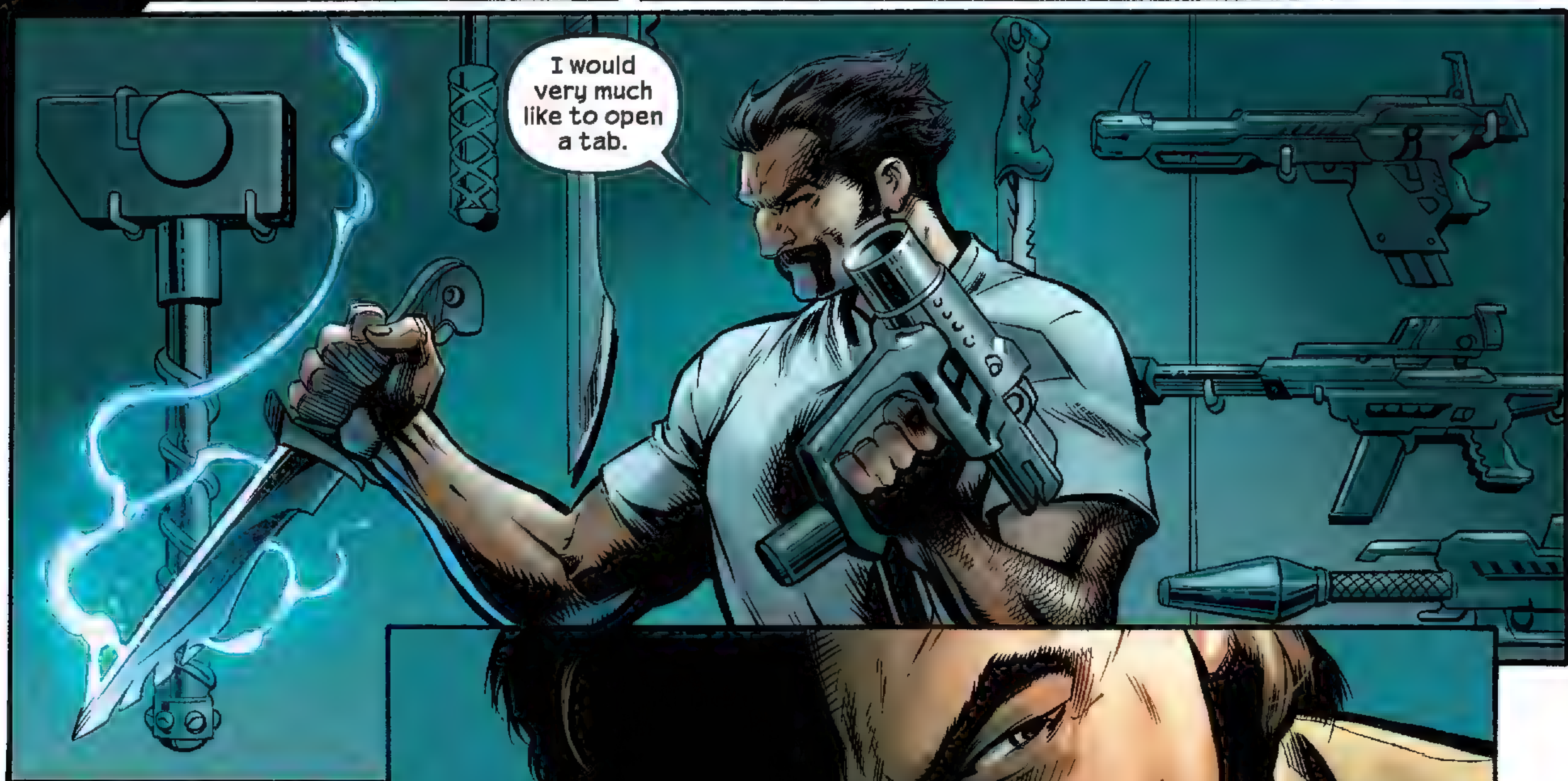
Where's the
man of science
in there?

Come
on.



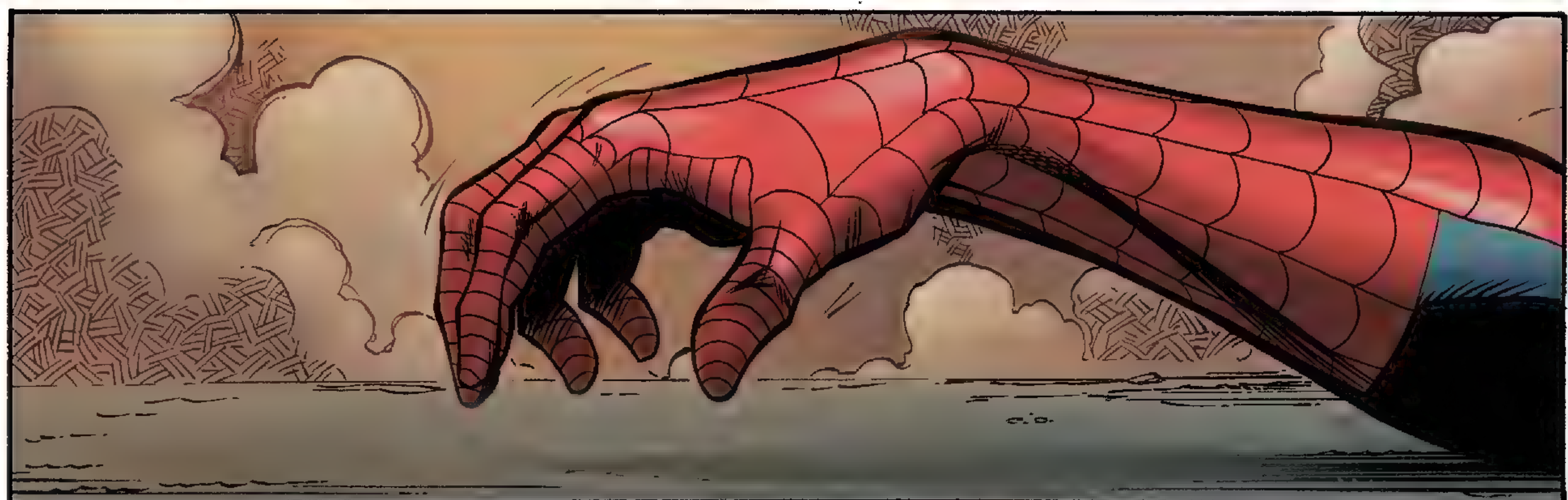
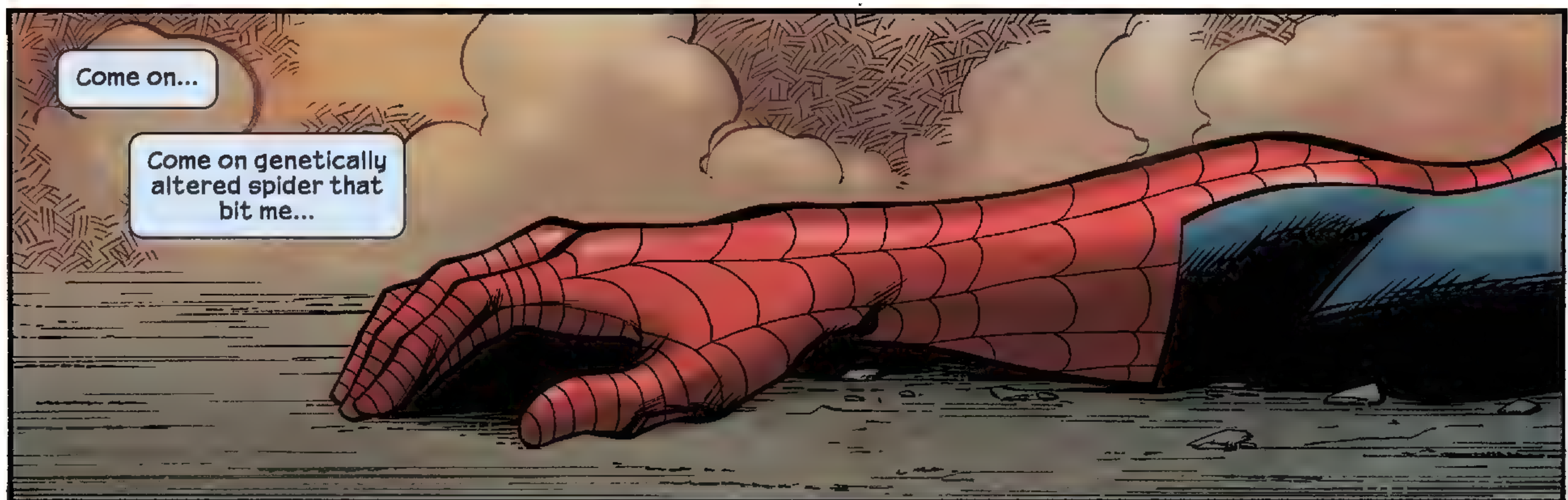
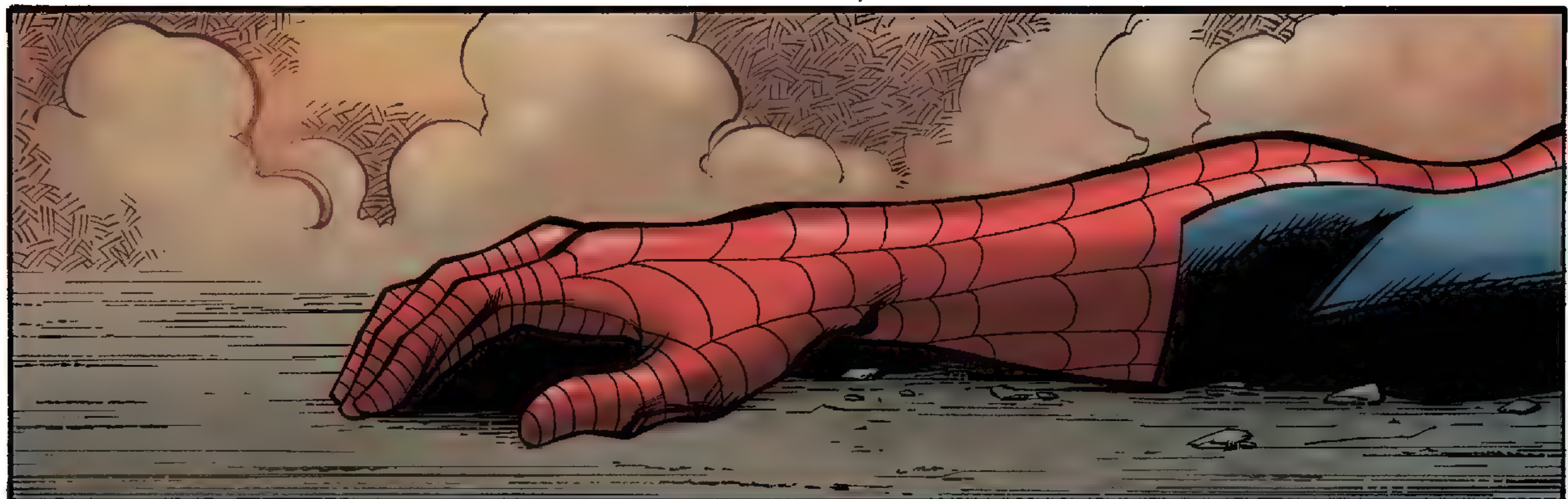
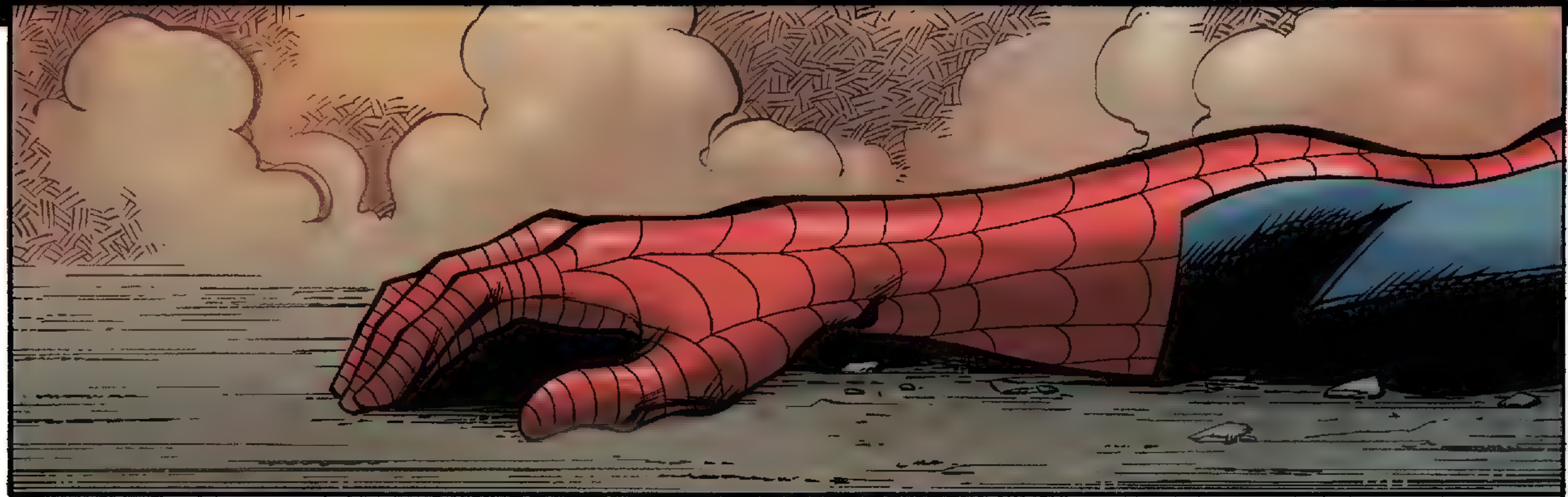
You want
your suit,
take it.

It doesn't
fit anyone but
you anyhow and I
clearly ain't getting
my money unless
you get back in
the game.



I would
very much
like to open
a tab.





You went and
bit me and
turned me into
Spider-Man.

You compl--ow--
completely
ruined my life.

You're the reason
I'm sitting here with
a bullet wound.

(Thank you
very--ugh--
much.)

The least you can do...is
give me the strength...
to get my...tuchas up
out of this and...

...

...get
myself...

...to a
hospital.





Oh God.

And I would like to...
thank the other
super heroes...

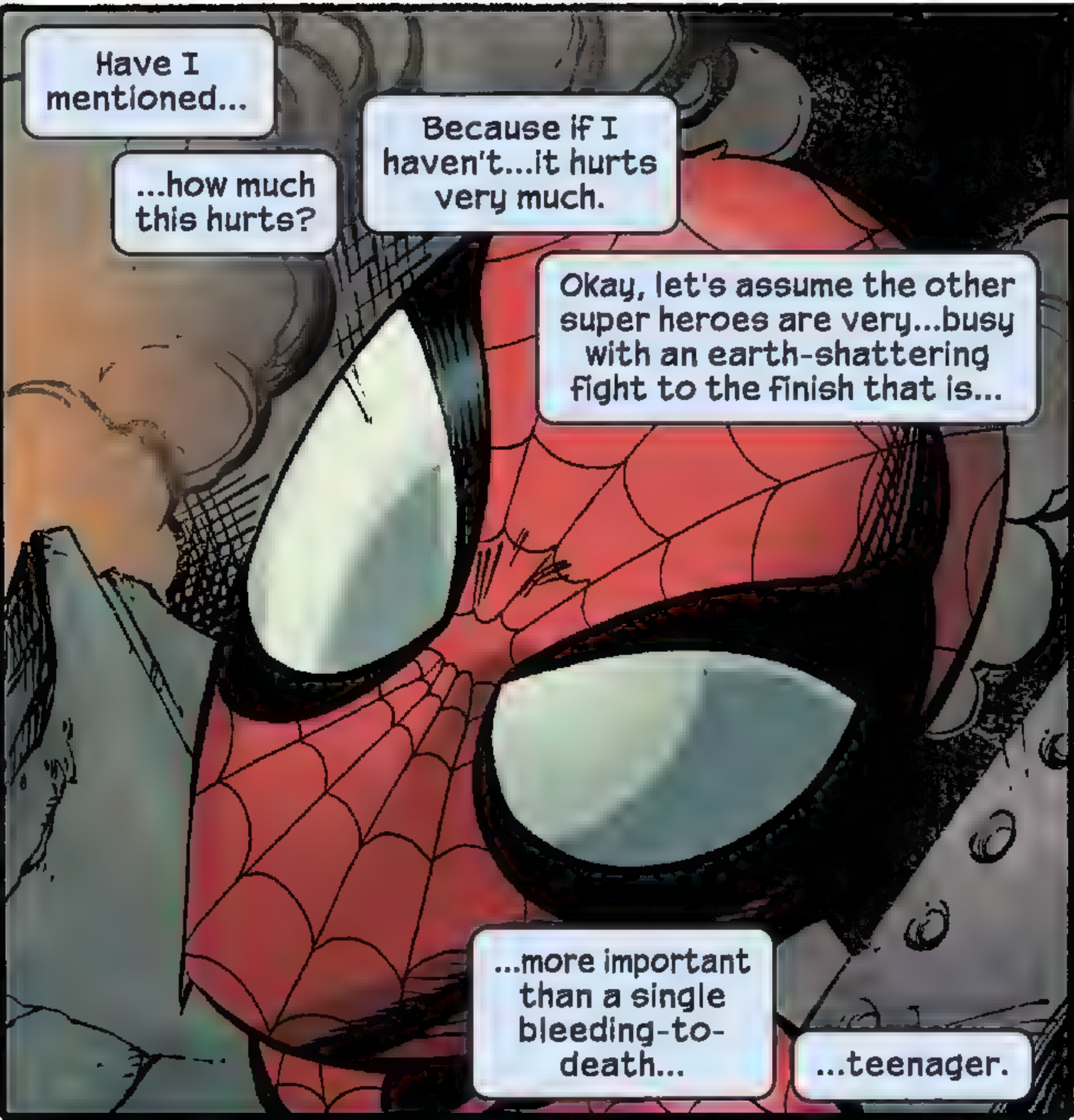
For either leaving me
here because they
thought I was dead.

Or leaving me
here to bleed
to death.

Ow.

Either
way.

Thanks
a lot, he said...
sarcastically.



Have I
mentioned...

...how much
this hurts?

Because if I
haven't...it hurts
very much.

Okay, let's assume the other
super heroes are very...busy
with an earth-shattering
fight to the finish that is...

...more important
than a single
bleeding-to-
death...

...teenager.



Yes...

...let's...

...assume
that.

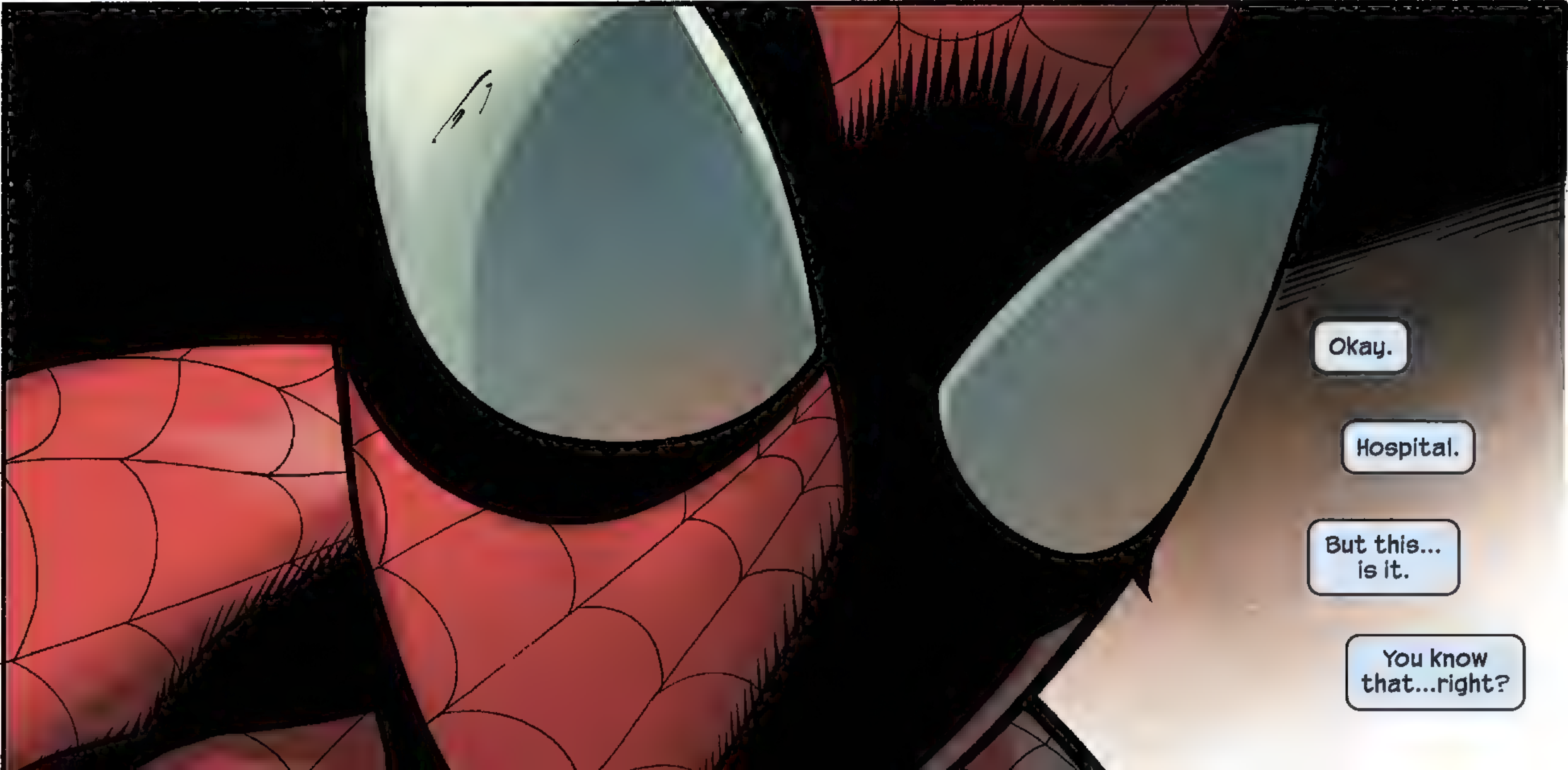
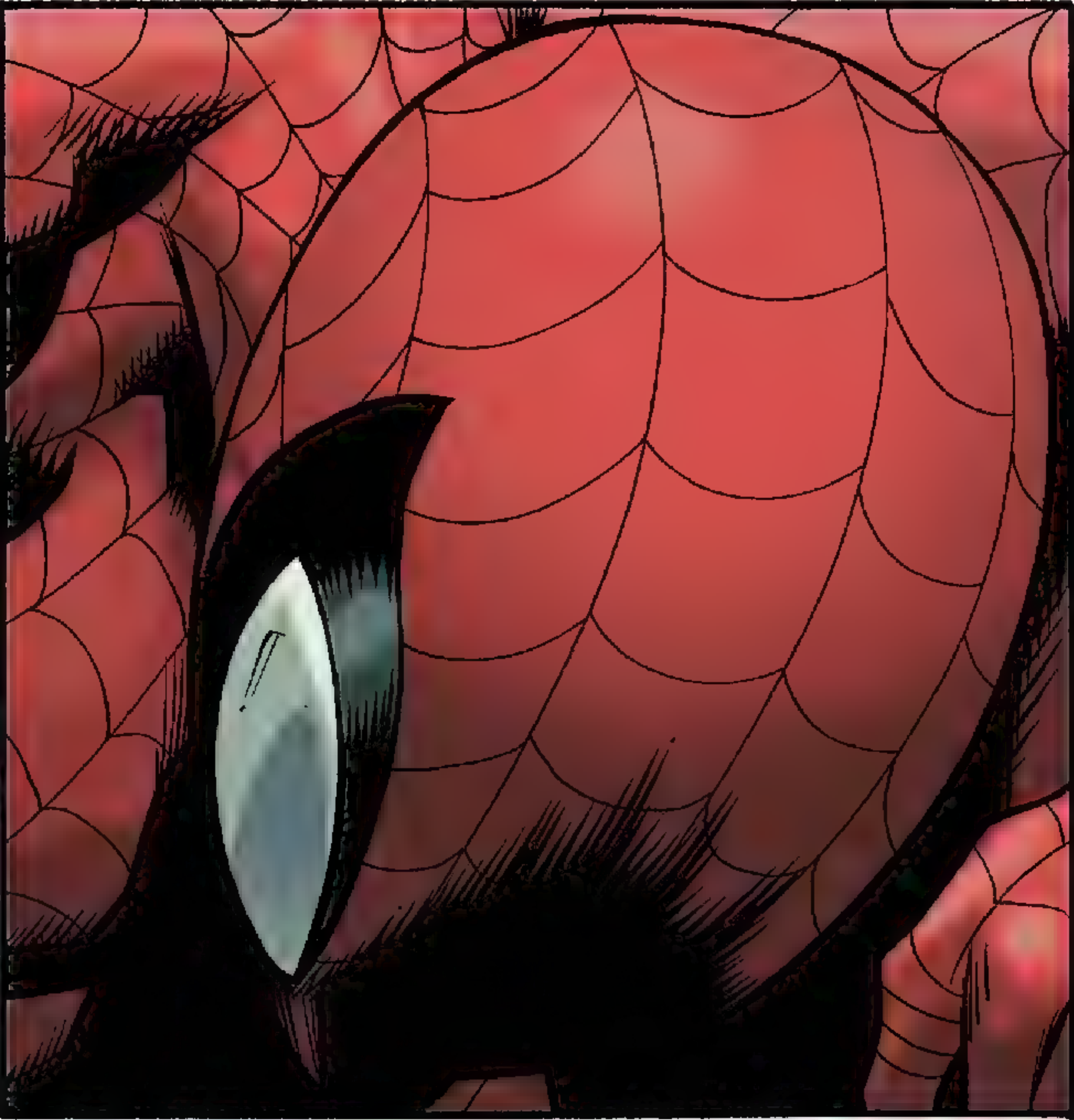
Let's not assume
that Captain America
repaid my insane...

...and...

...amazing bravery of
saving *his* life by
leaving me *here*...

...to die.

Ow.



Okay.

Hospital.

But this...
is it.

You know
that...right?



This is when I pull off my mask and show the world...who I am.

You can't go to the hospital without... unmasking.

Everyone will... know now.

Everyone will know who I am by...by morning.

Or who I...was.



Was because...I sure won't be able to be Spider-Man anymore.

Was because... sounds funny.

I can't be Spider-Man and Peter Parker.

I can't do *this* once I've been outed.

Which is such a shame because this is really working for me.

As you can tell.

Ugh...

Of course this is how this was going to end for me.



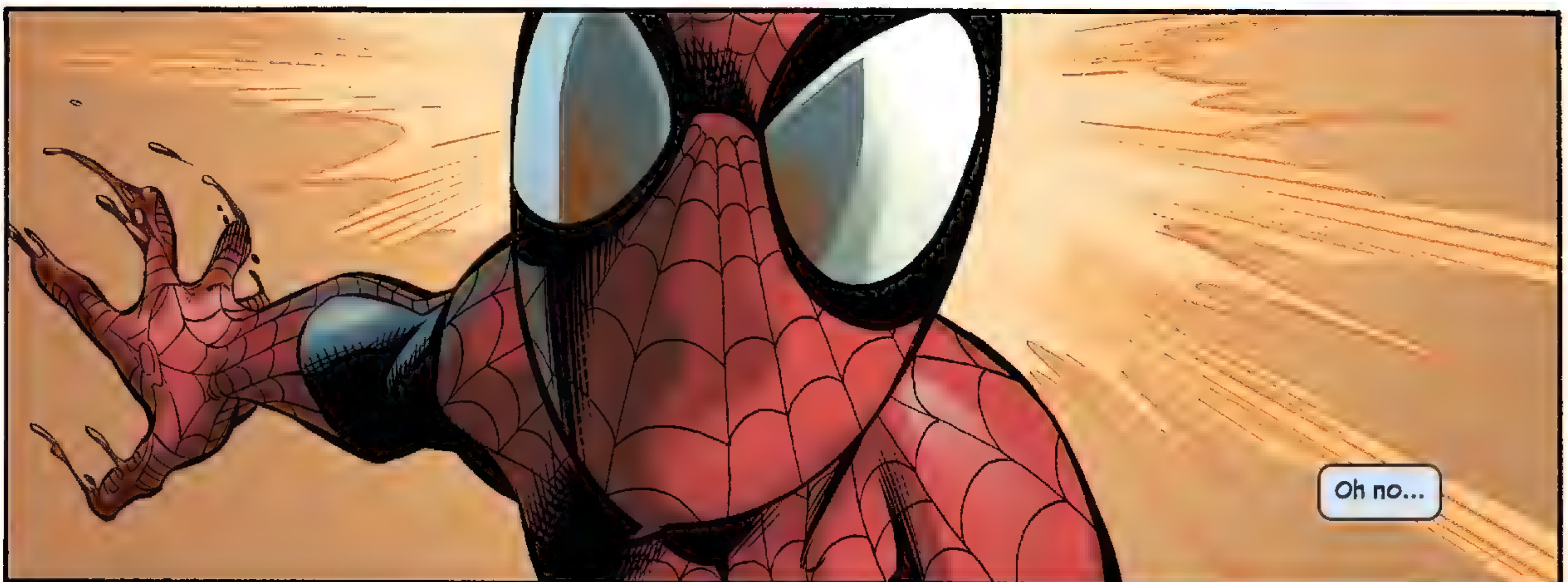
Of course.

All right...

Hey, that...

...should keep my insides inside.

At least until I get to the...



Oh no...



Nnn...

THWIP



Well...*that* sucked.

Come on, Bobby.

John, this *sucks!*

This whole deal. This living a normal life in Peter Parker's house.

We are *not* living a *normal* life.



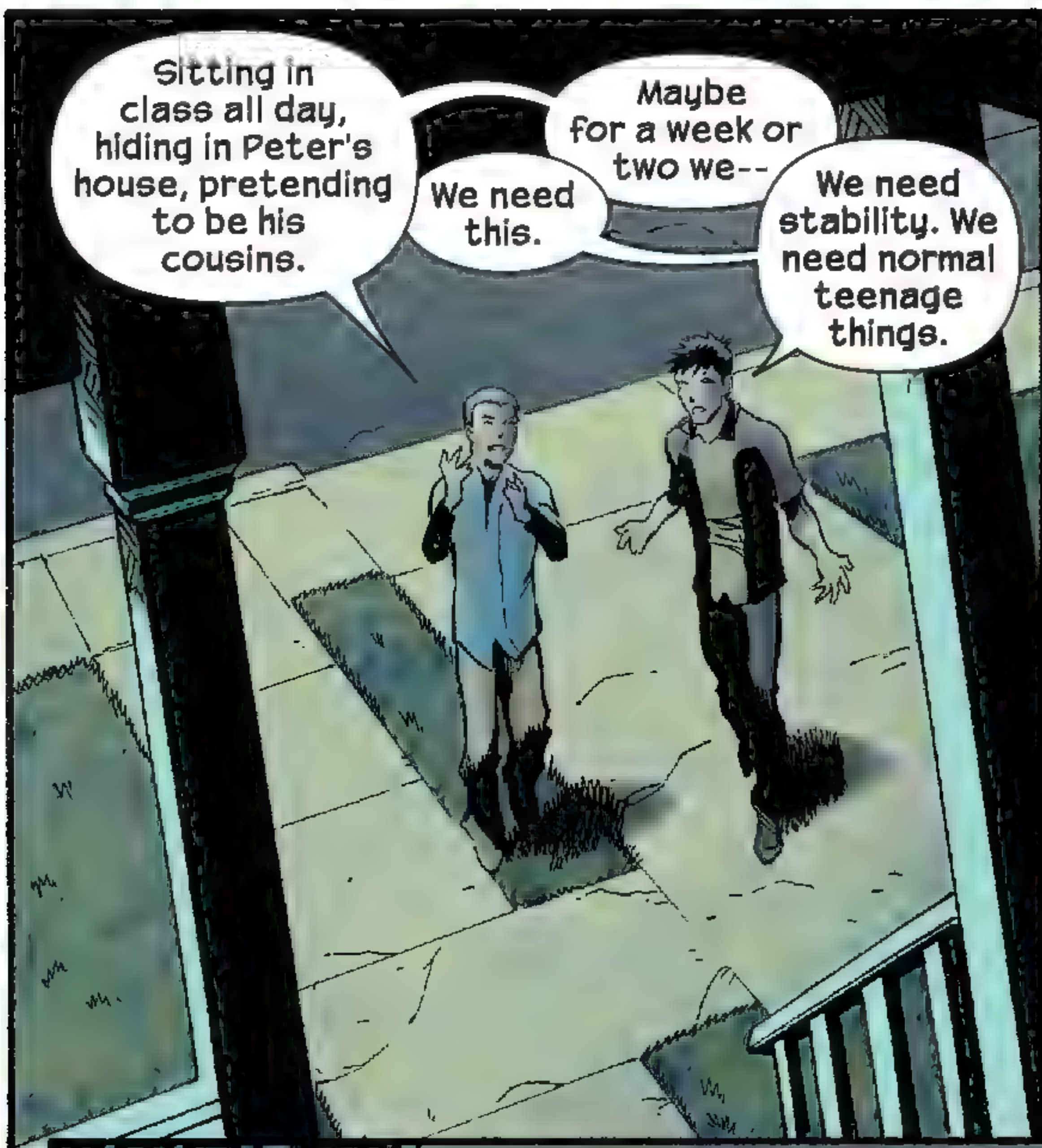
Yes we are and it *sucks!*

It sucks.

You're the Human Torch...I'm Iceman!

We were meant to have *spectacular* lives. We were meant to--to rock the *universe*.

"Rock the universe"?



Sitting in class all day, hiding in Peter's house, pretending to be his cousins.

We need this.

Maybe for a week or two we--

We need stability. We need normal teenage things.



Okay, yes, I thought so too, but then I *experienced* normal teenage things and they--they--they--

Suck.

Yes!

Admit what this tantrum is *really* about.

No.

Admit it.



You *struck out* on our double date.

You struck out and now you're lashing out.

If that girl *knew* I was Iceman, she'd *still* be kissing me.

But would you want to kiss a girl who only wanted to make out with you because you were Iceman?

Yes!

Yes, I would.

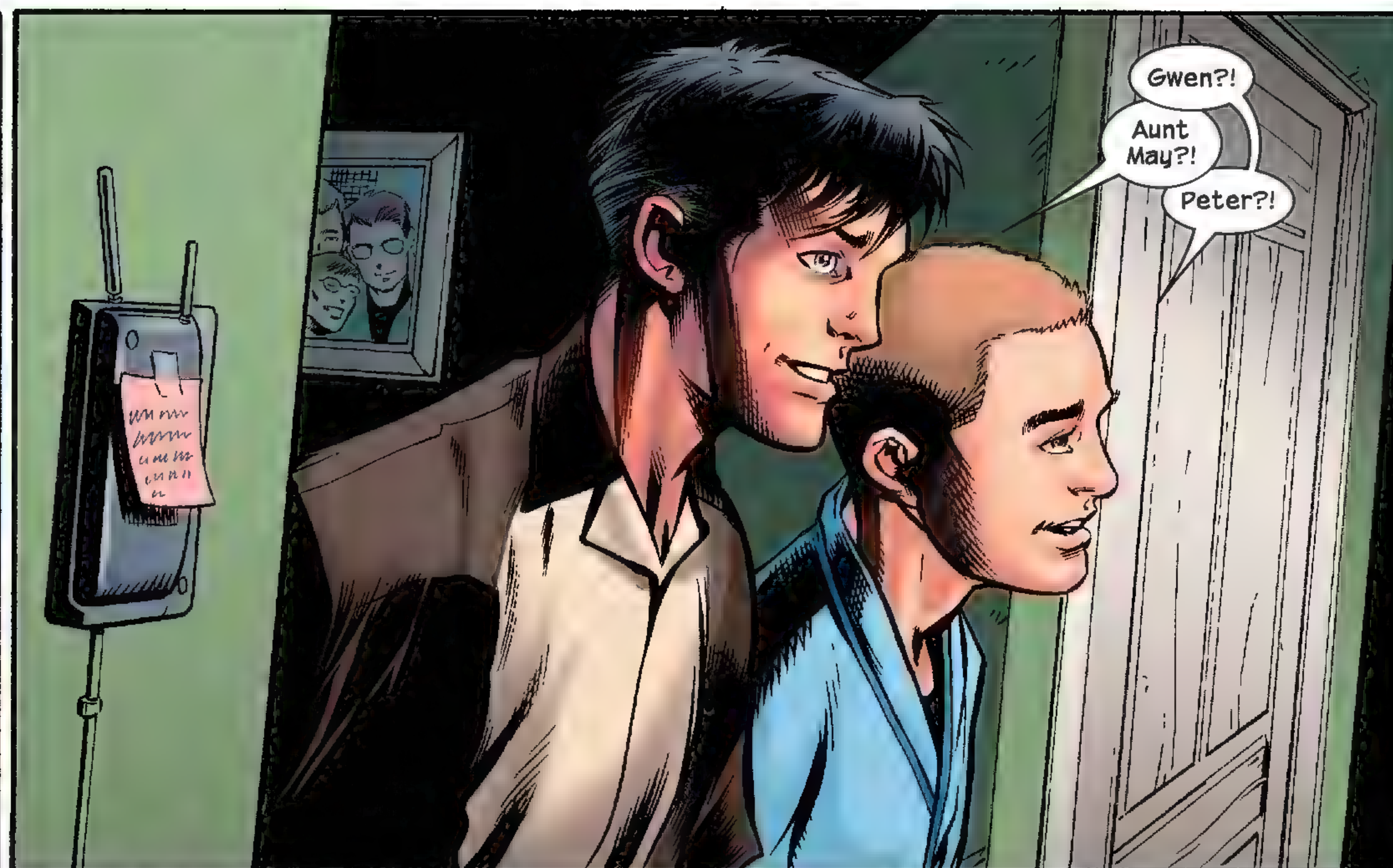
Well--



Instead of her complaining my hands were cold?

Of course my hands are cold. I'm iceman!

Hello!



Gwen?!
Aunt May?!
Peter?!



What day is it?
How should I know?
Were we supposed to meet them for dinner or something?



What does it say?

No really... What does it say?

It says: "Get out of the house immediately and call as soon as you get to a safe place. Why isn't your phone on?"

That is exactly what it says.



Why isn't your phone on?

Because every time I flame on I melt the phone.



What does "Get to a safe place" mean?

I don't know.



We should get to a safe place.

I thought this was a safe place.

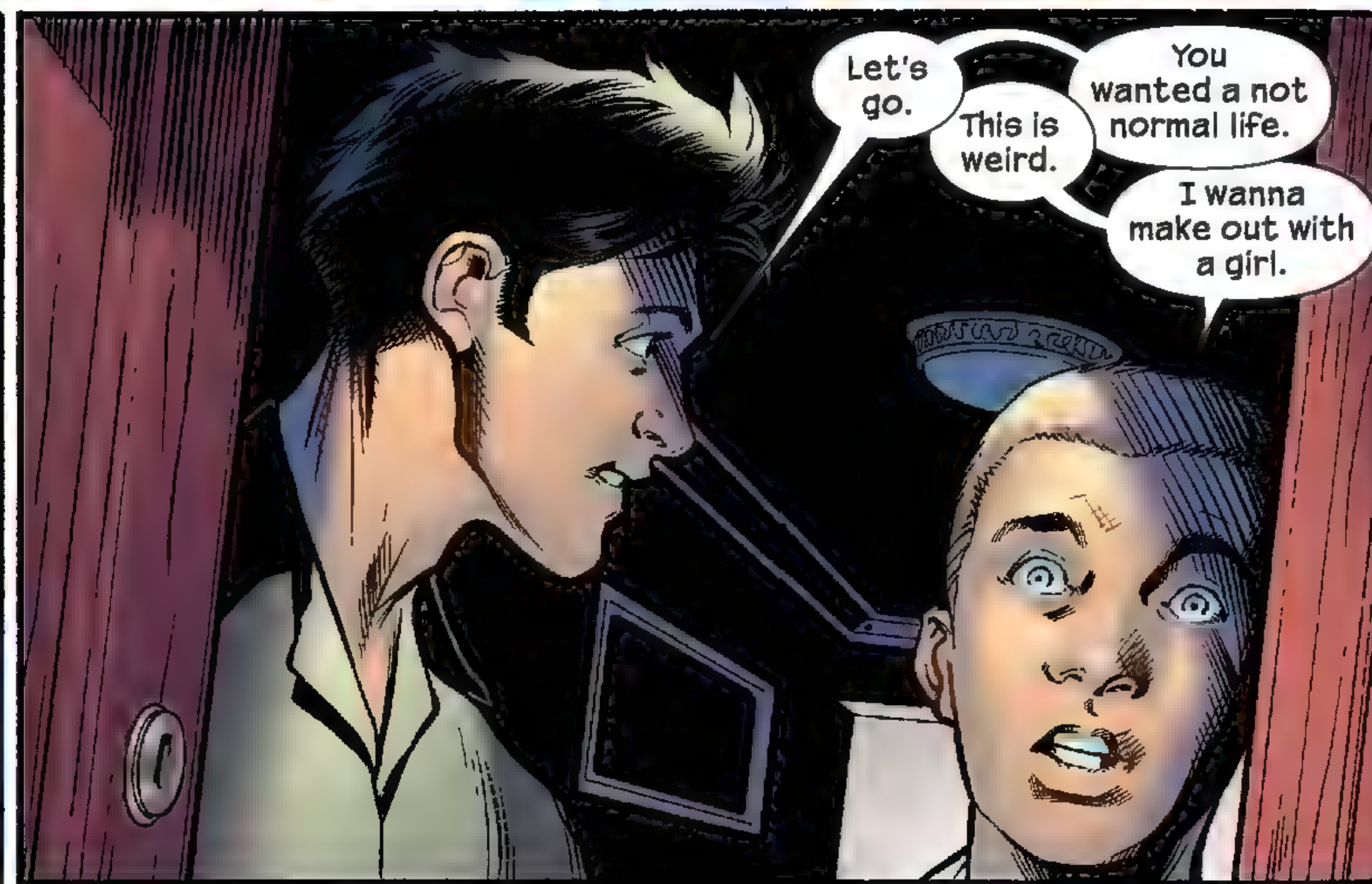
That's why we live here.

I'm confused.



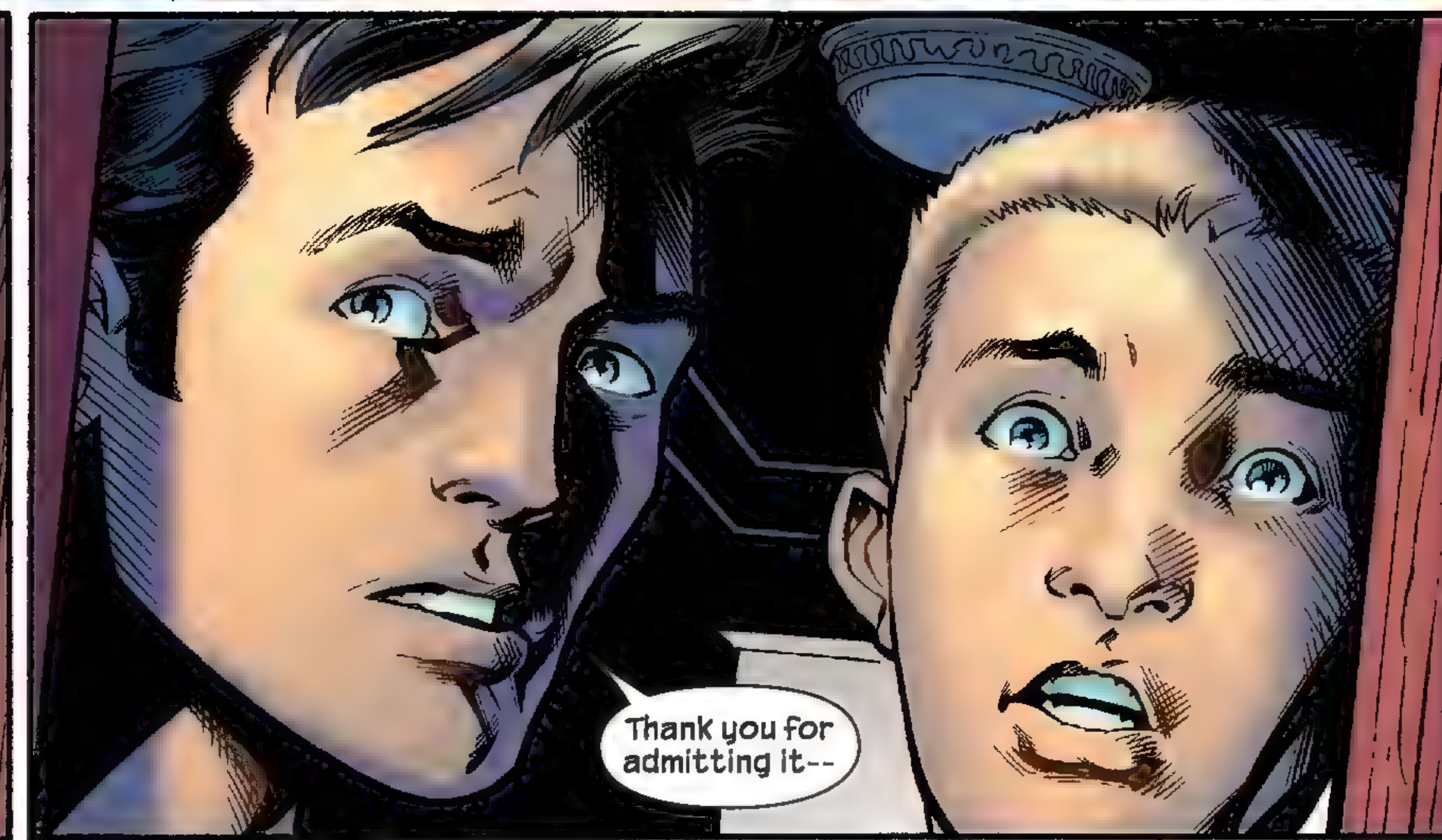
Who wrote the note?
It's Gwen's handwriting.

Get to a safe place? Could it be any more cryptic?



Let's go.
This is weird.

You wanted a not normal life.
I wanna make out with a girl.



Thank you for admitting it--



Can I help you?



Is that him? That's not him.

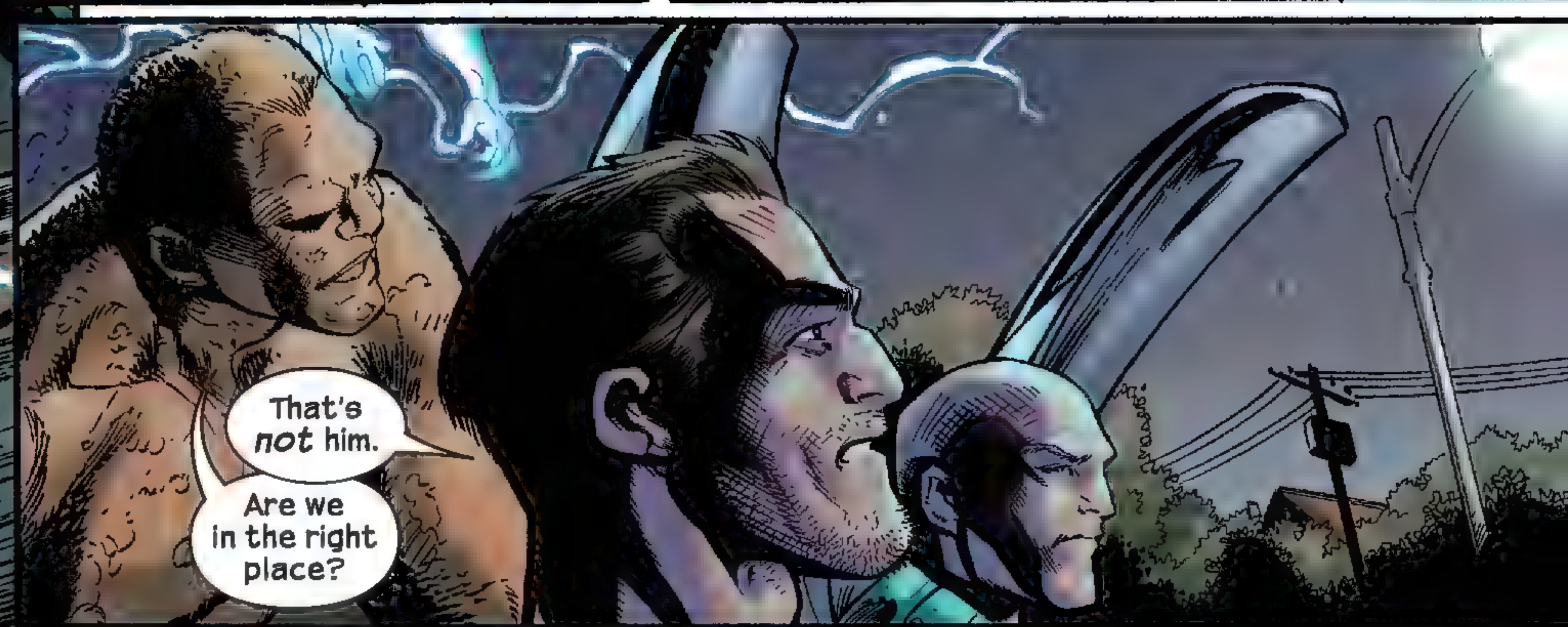
That's not him.

How do you know?

That's not his scent.

But his scent is here. This is his house.

So, that is him or--?



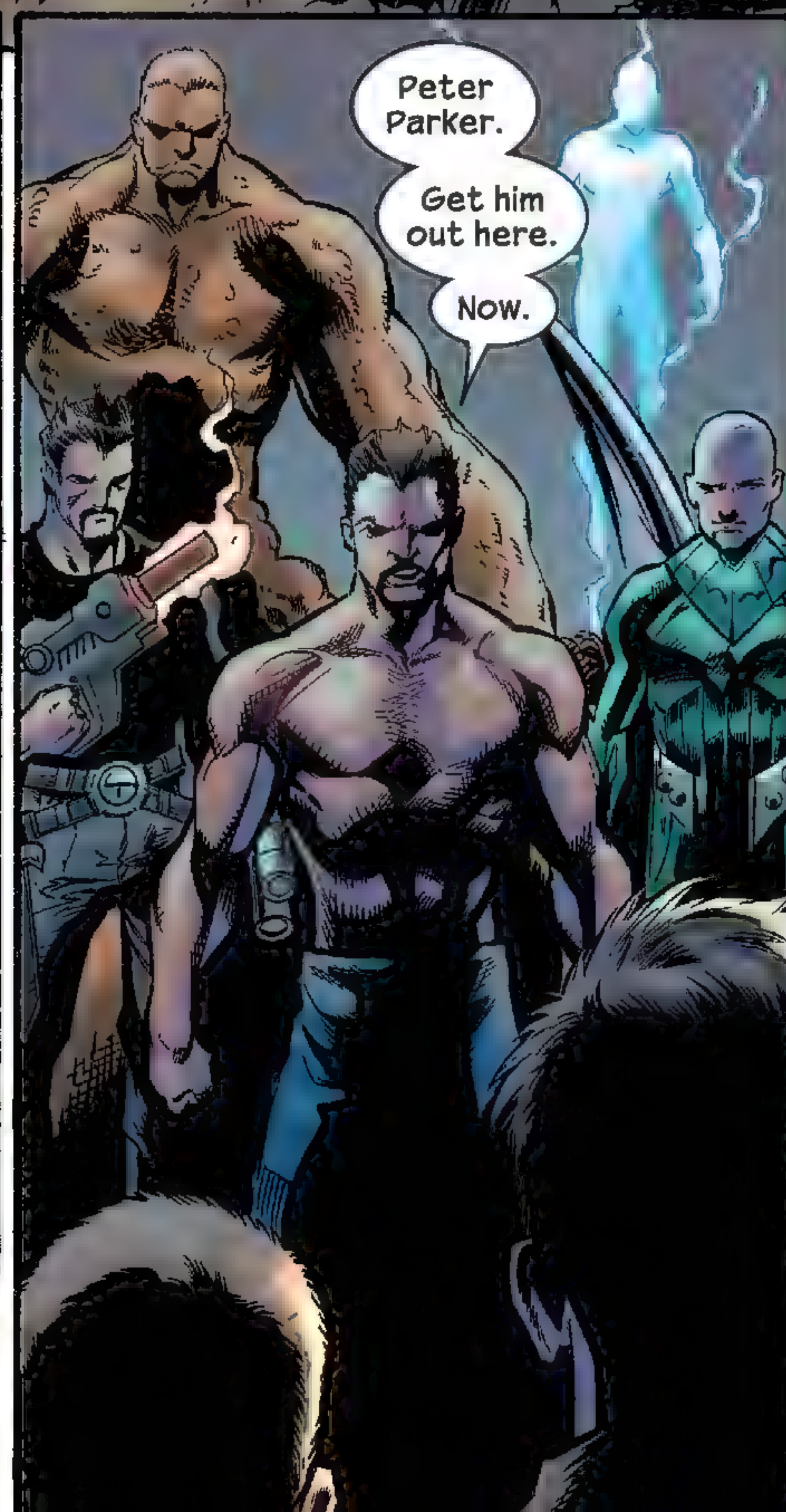
That's not him.

Are we in the right place?



What is this?

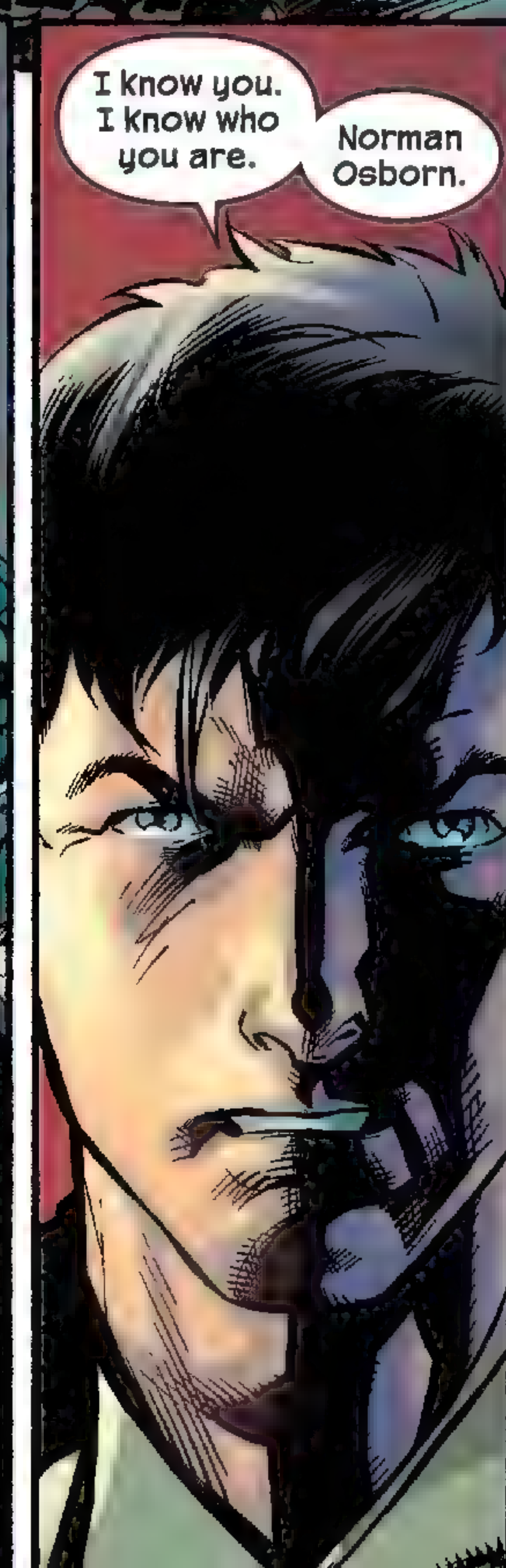
Can I help you?



Peter Parker.

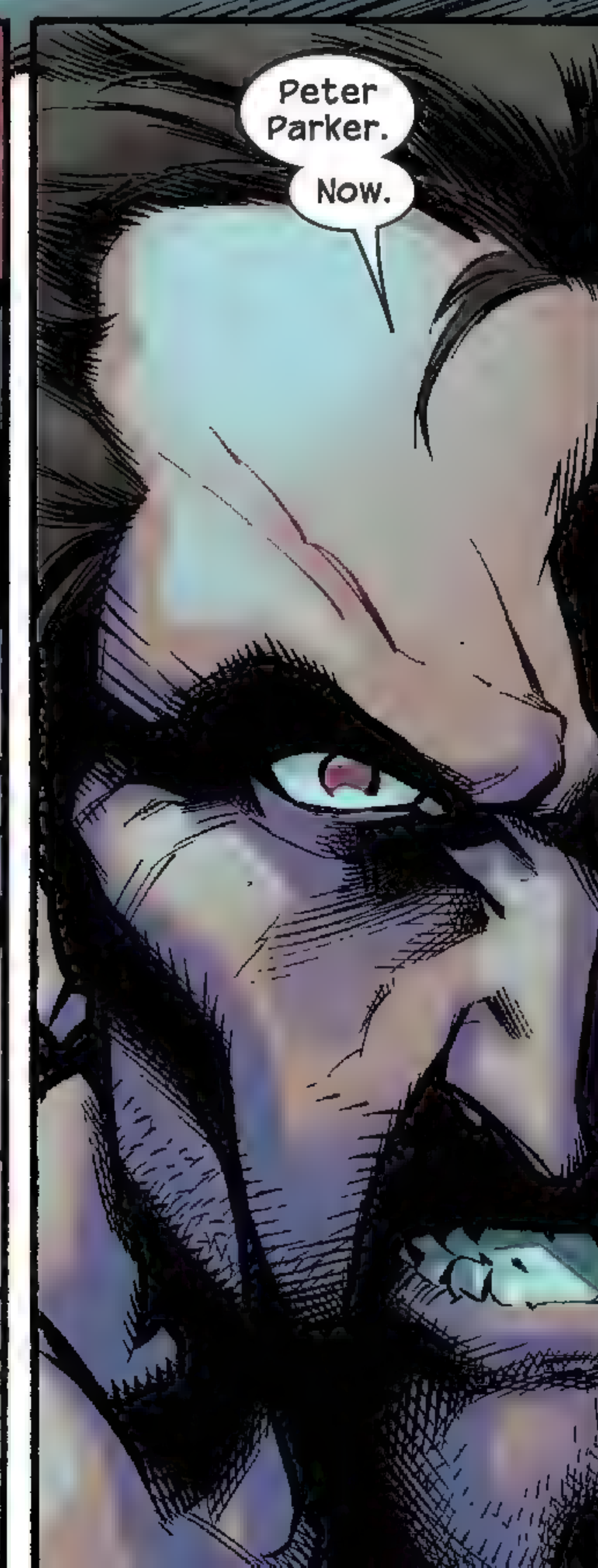
Get him out here.

Now.

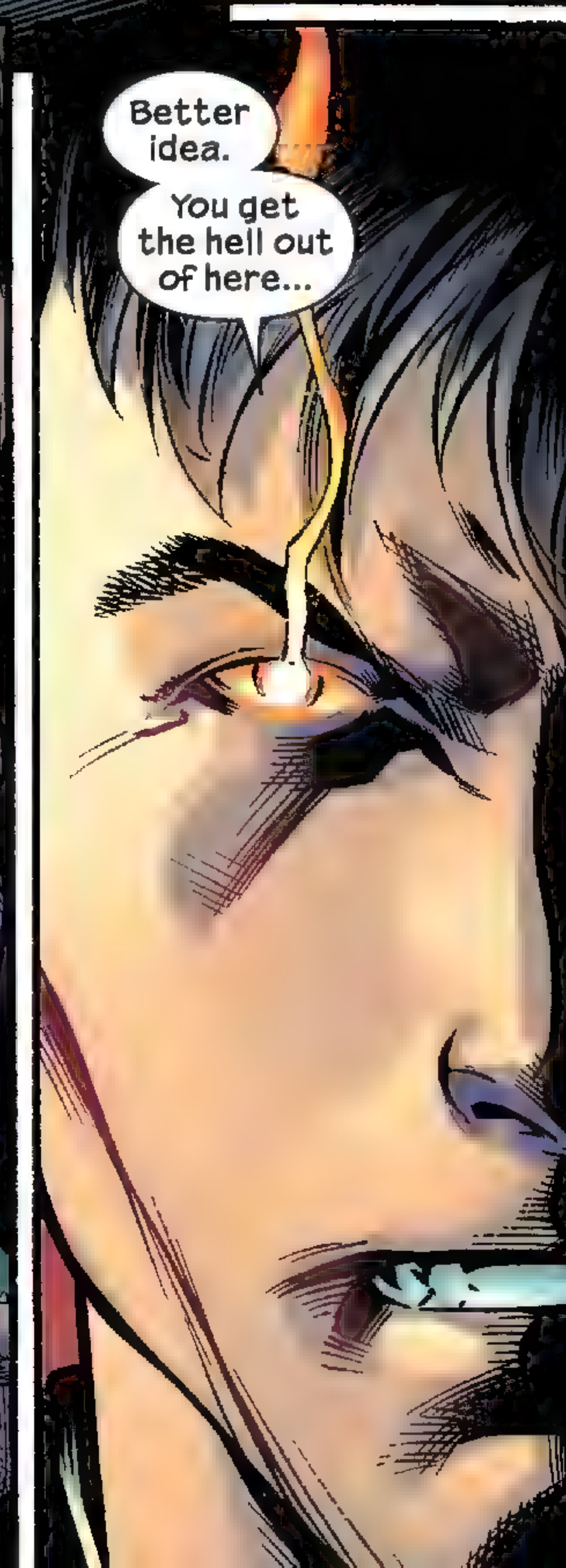


I know you. I know who you are.

Norman Osborn.



Peter Parker. Now.



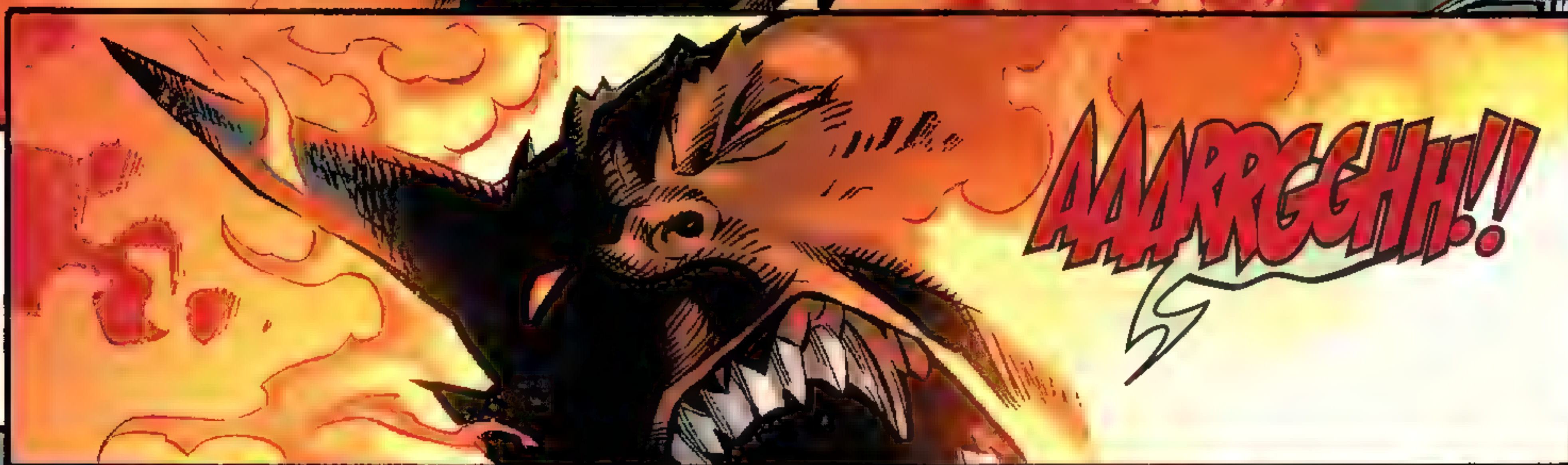
Better idea.

You get the hell out of here...



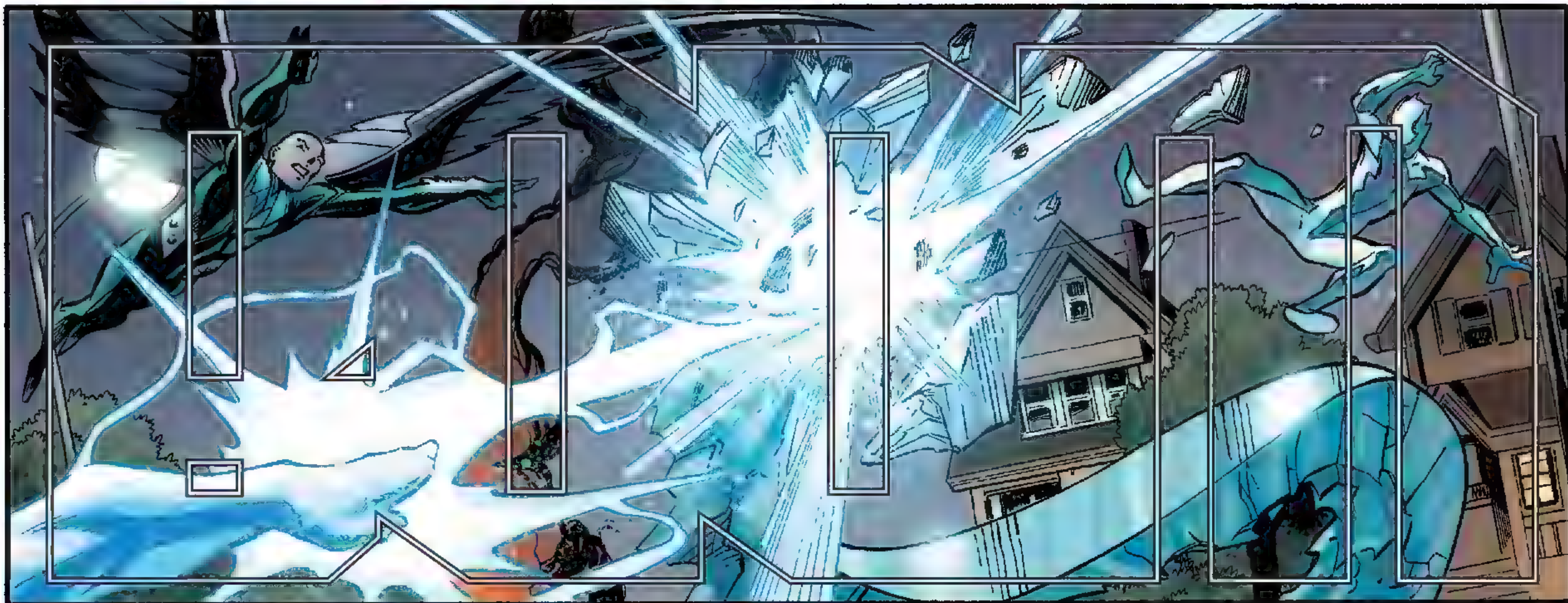
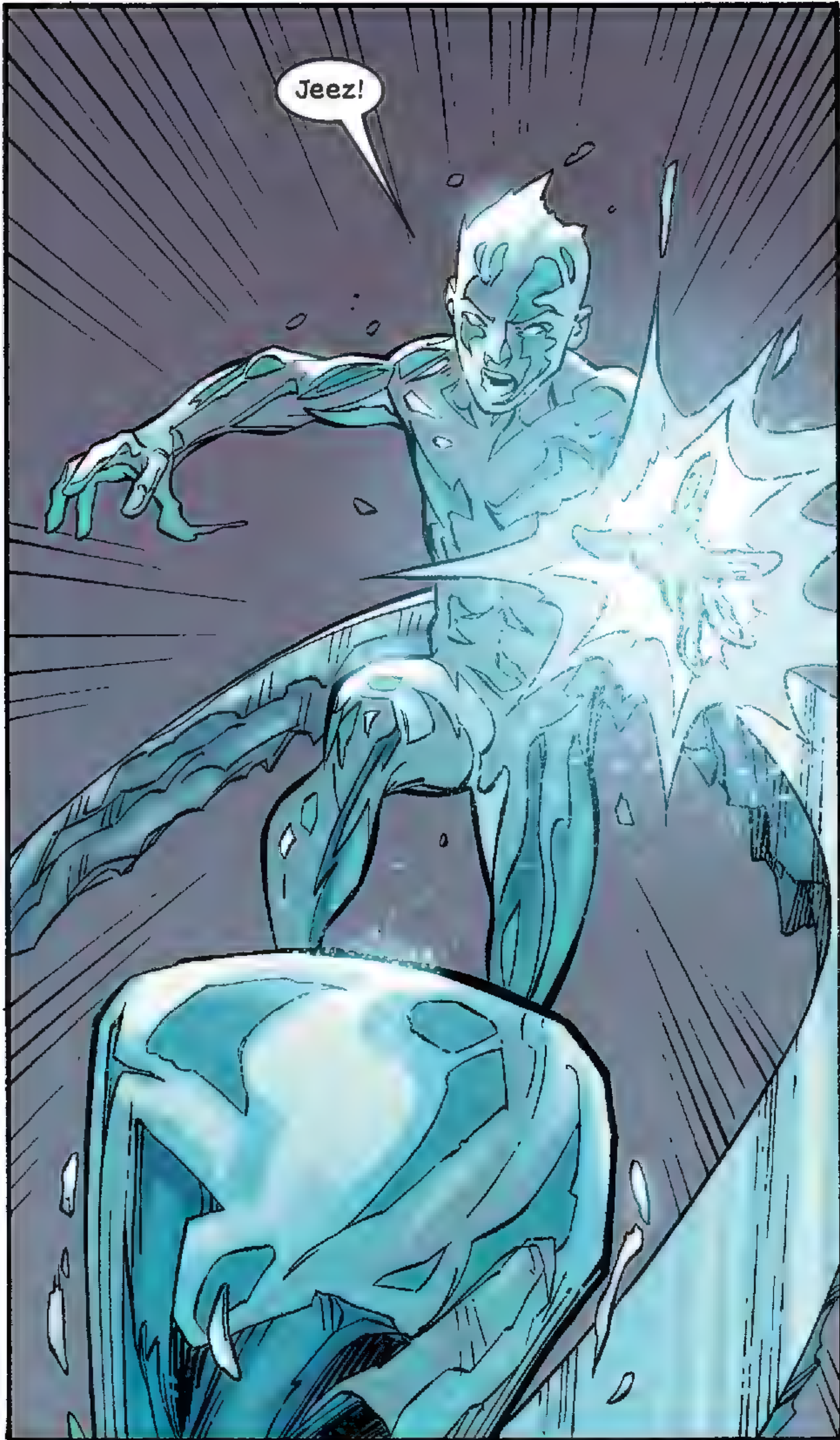
Or you're going to have to paint on new eyebrows.

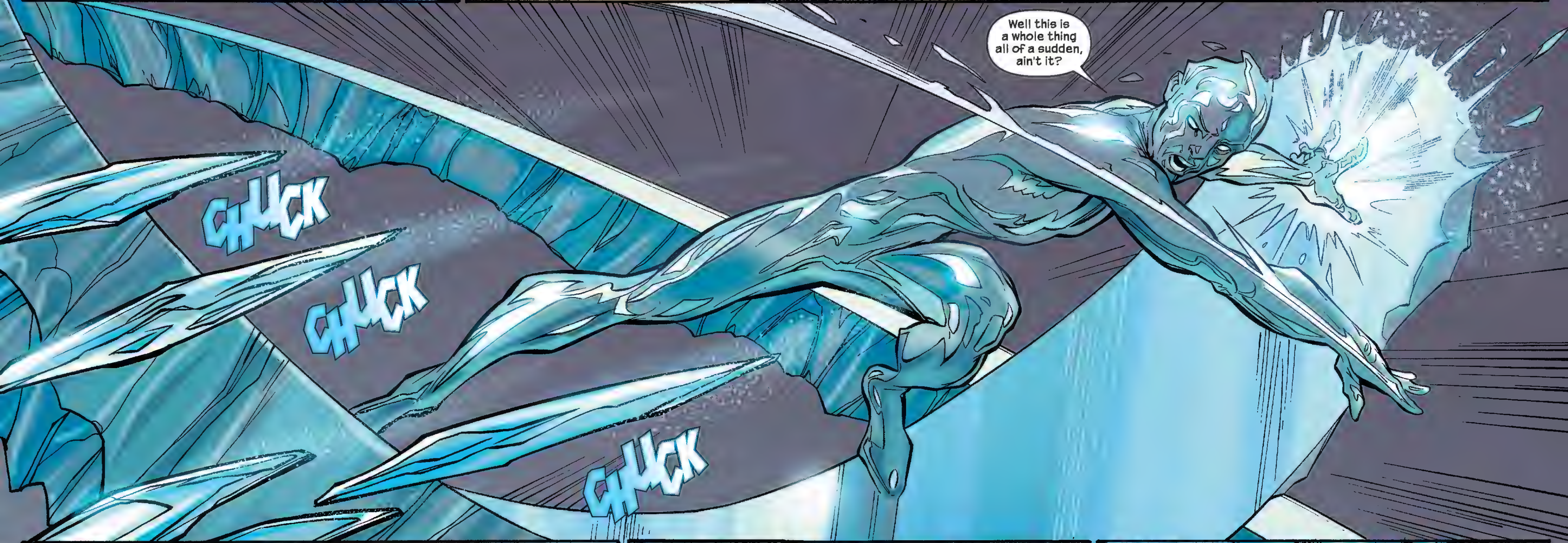
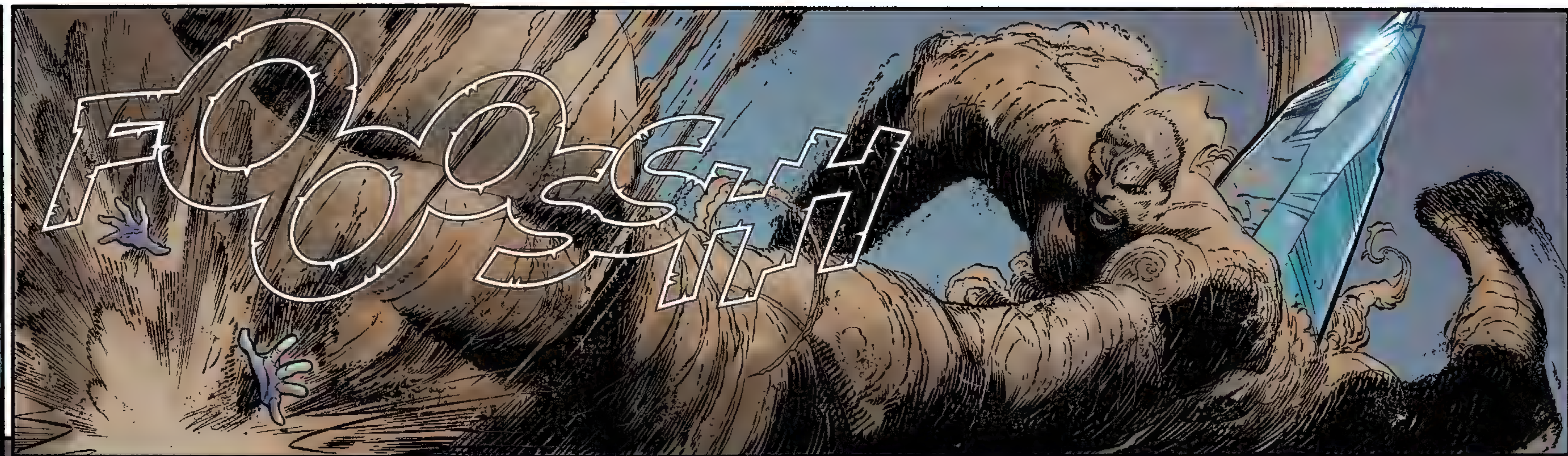


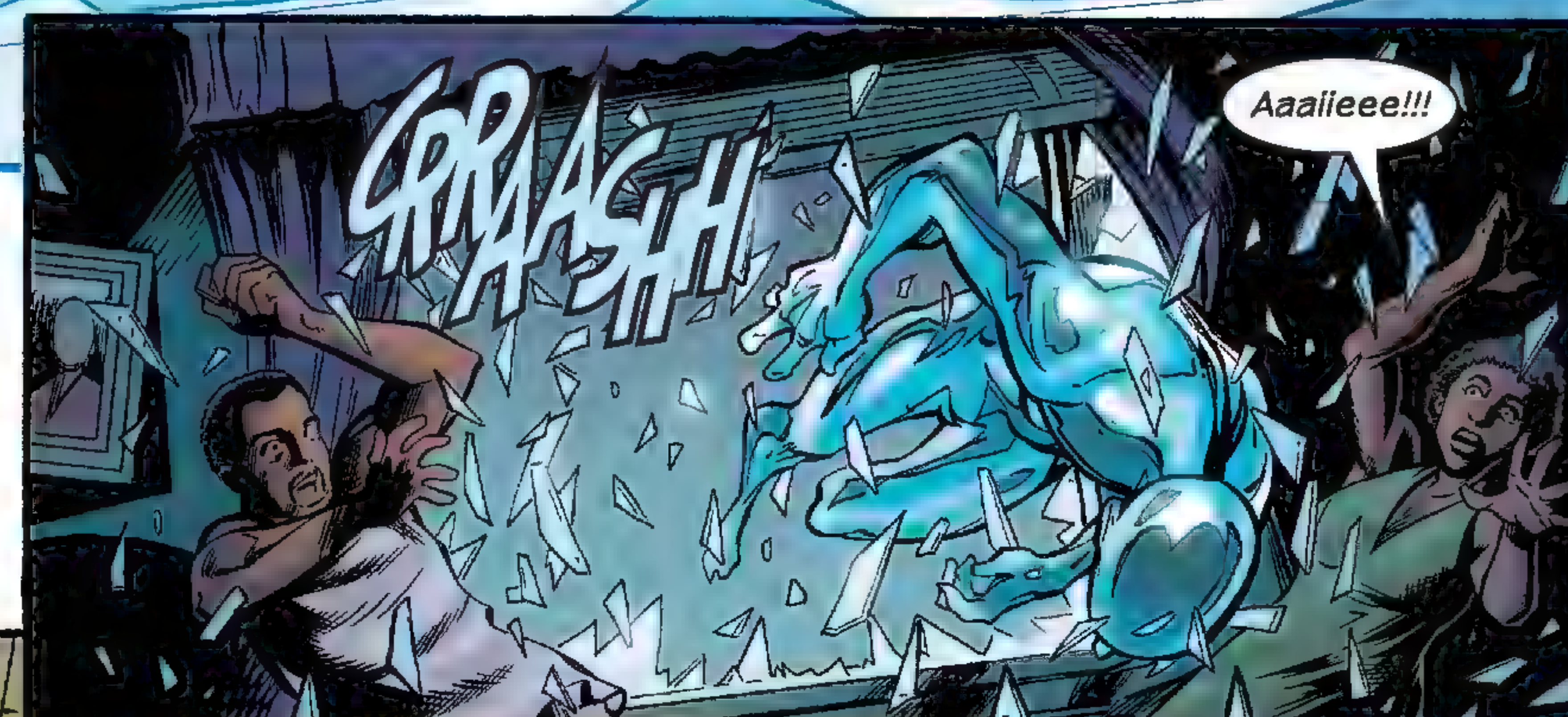


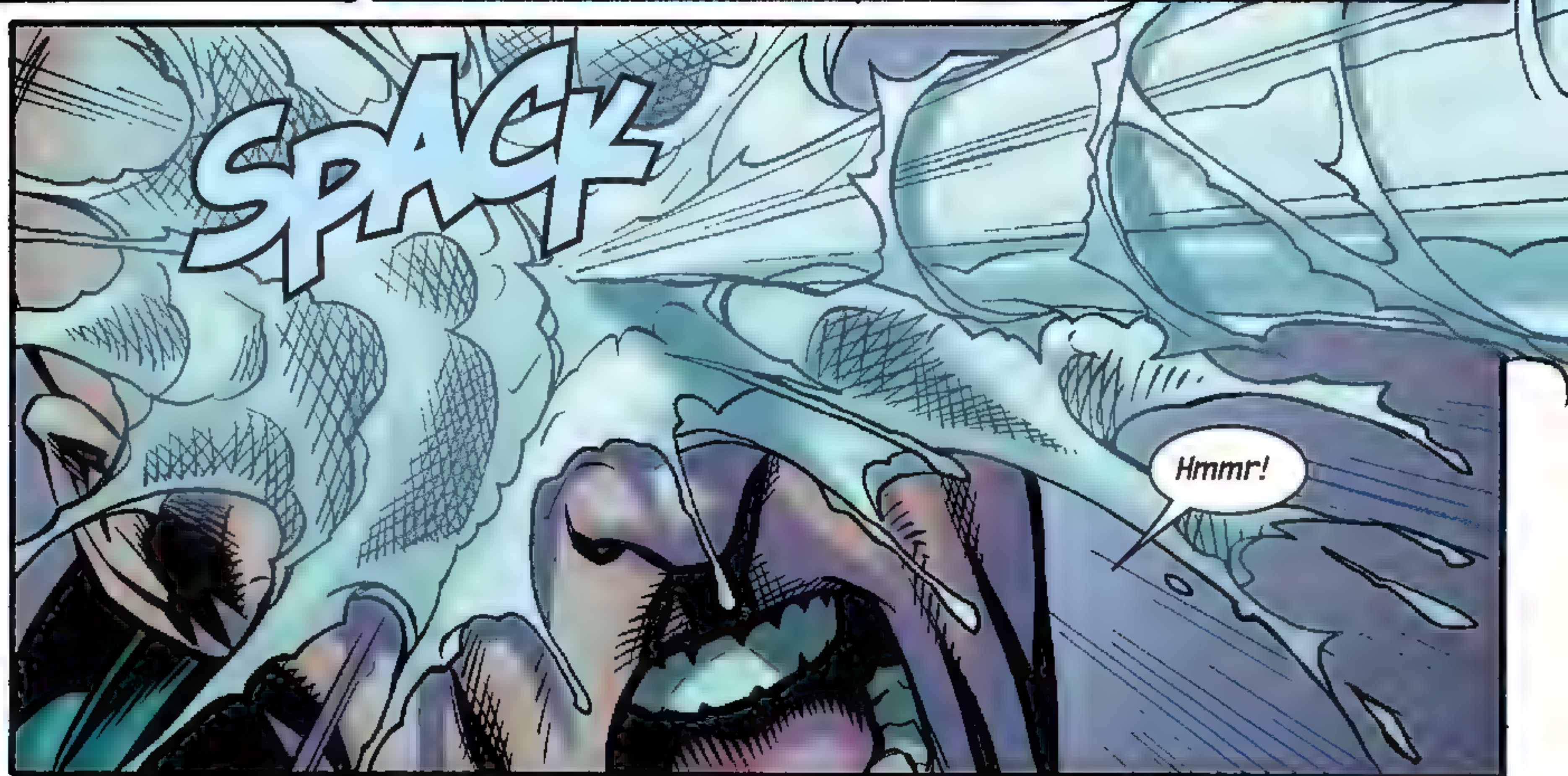
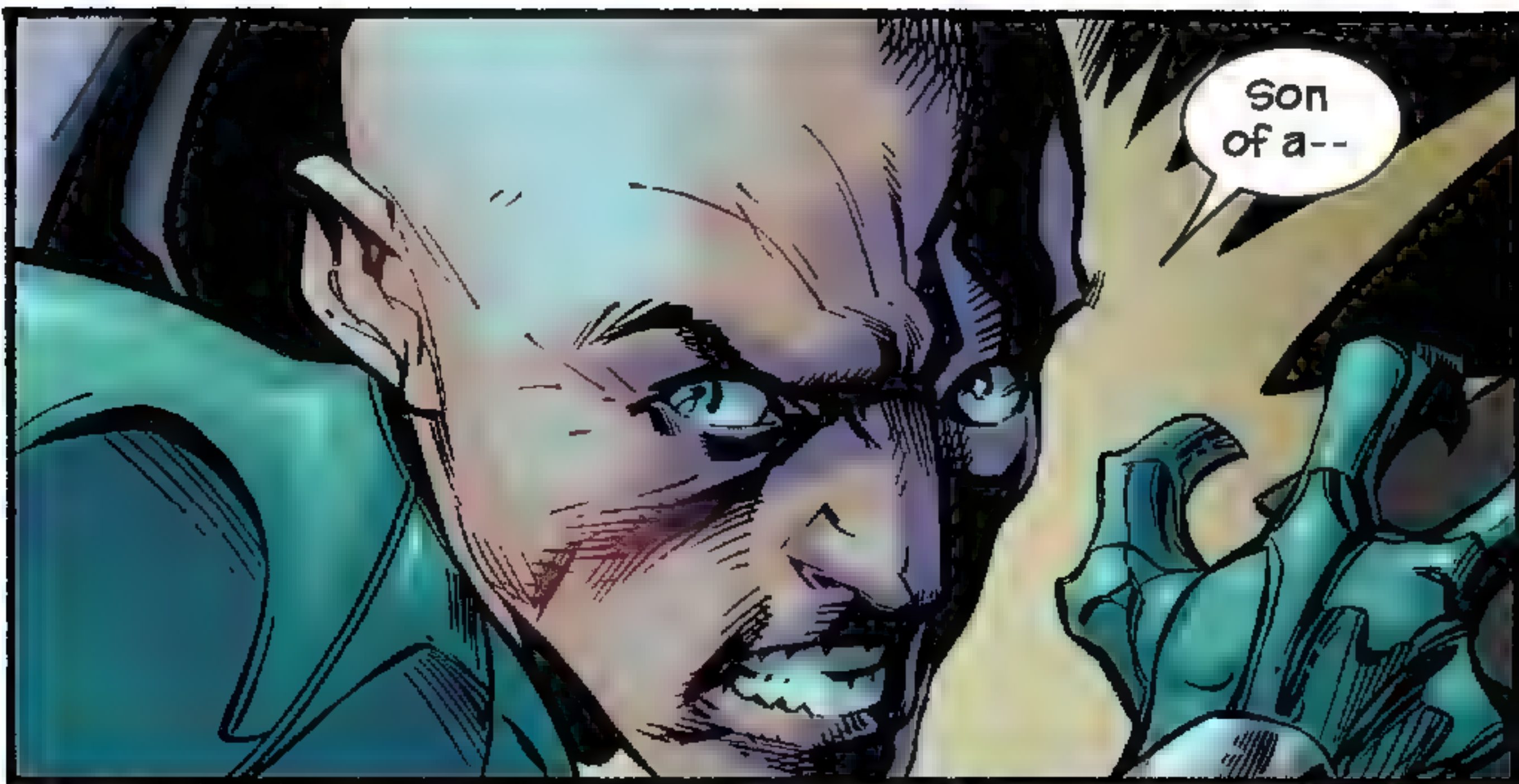


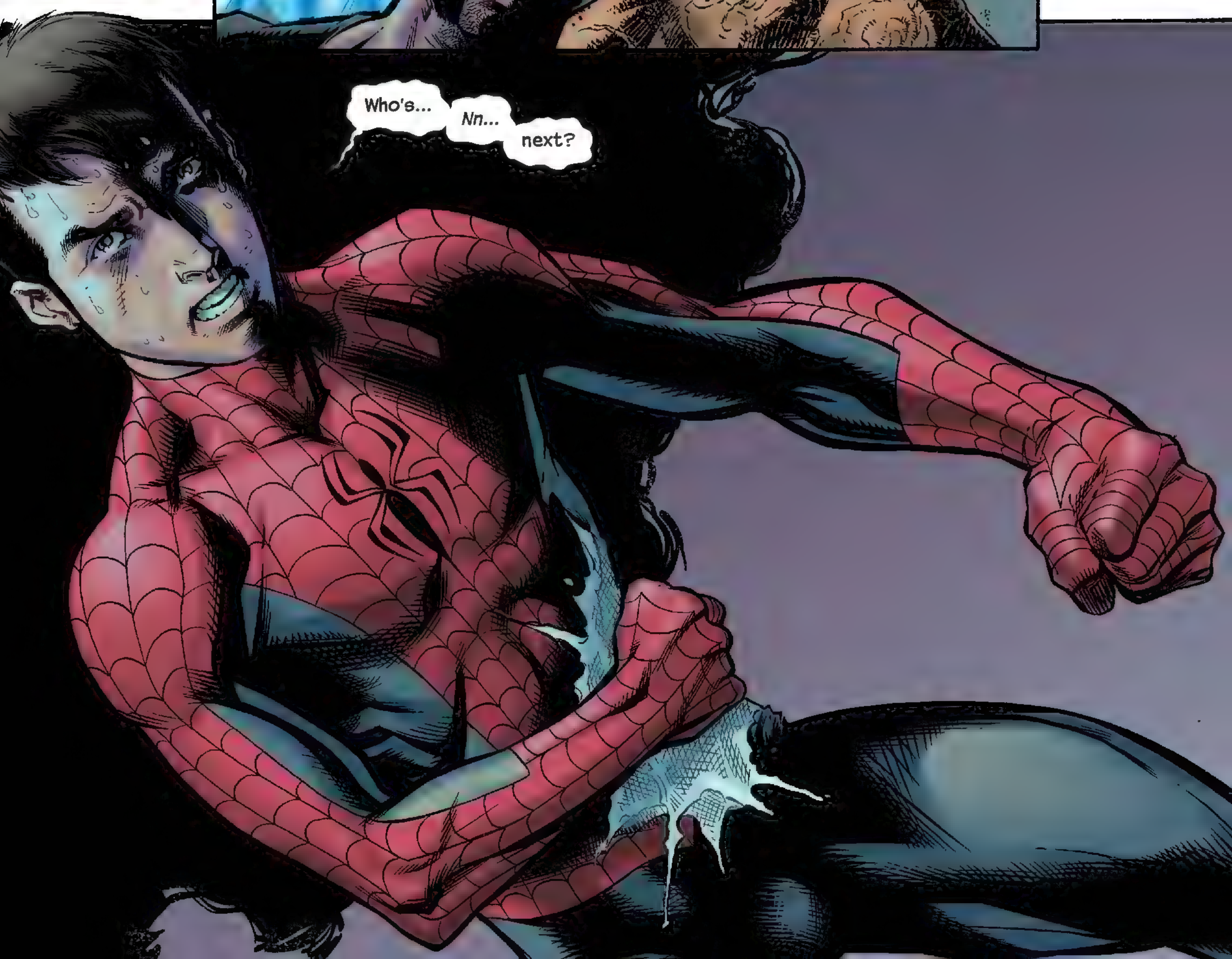
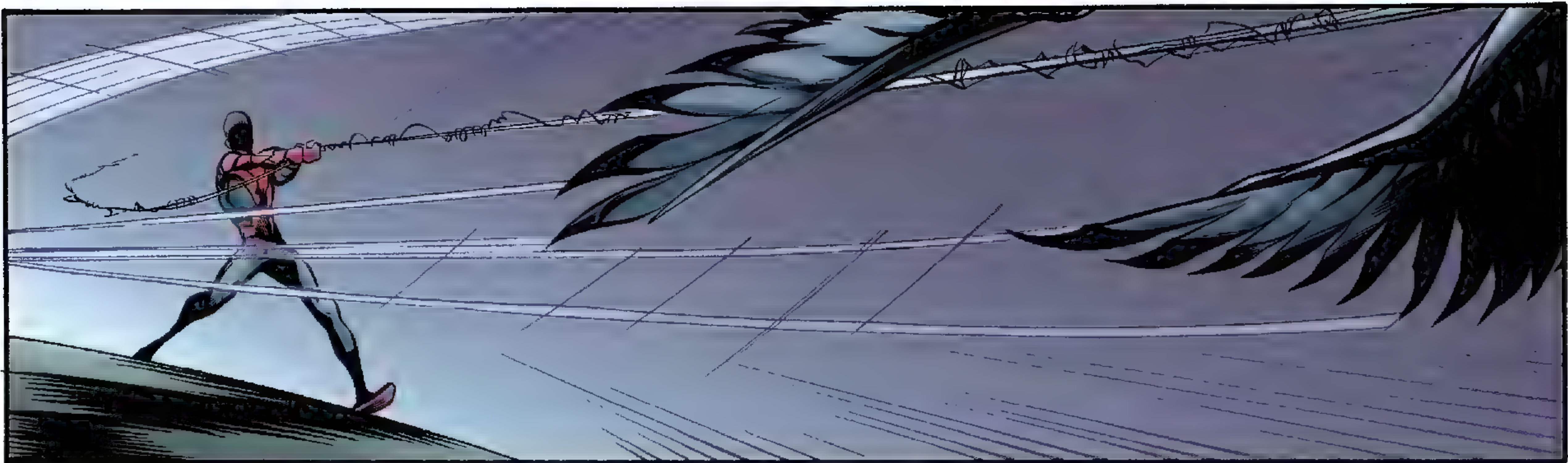
Sand?
What are
you going
to do?
Make my
underpants
itchy?



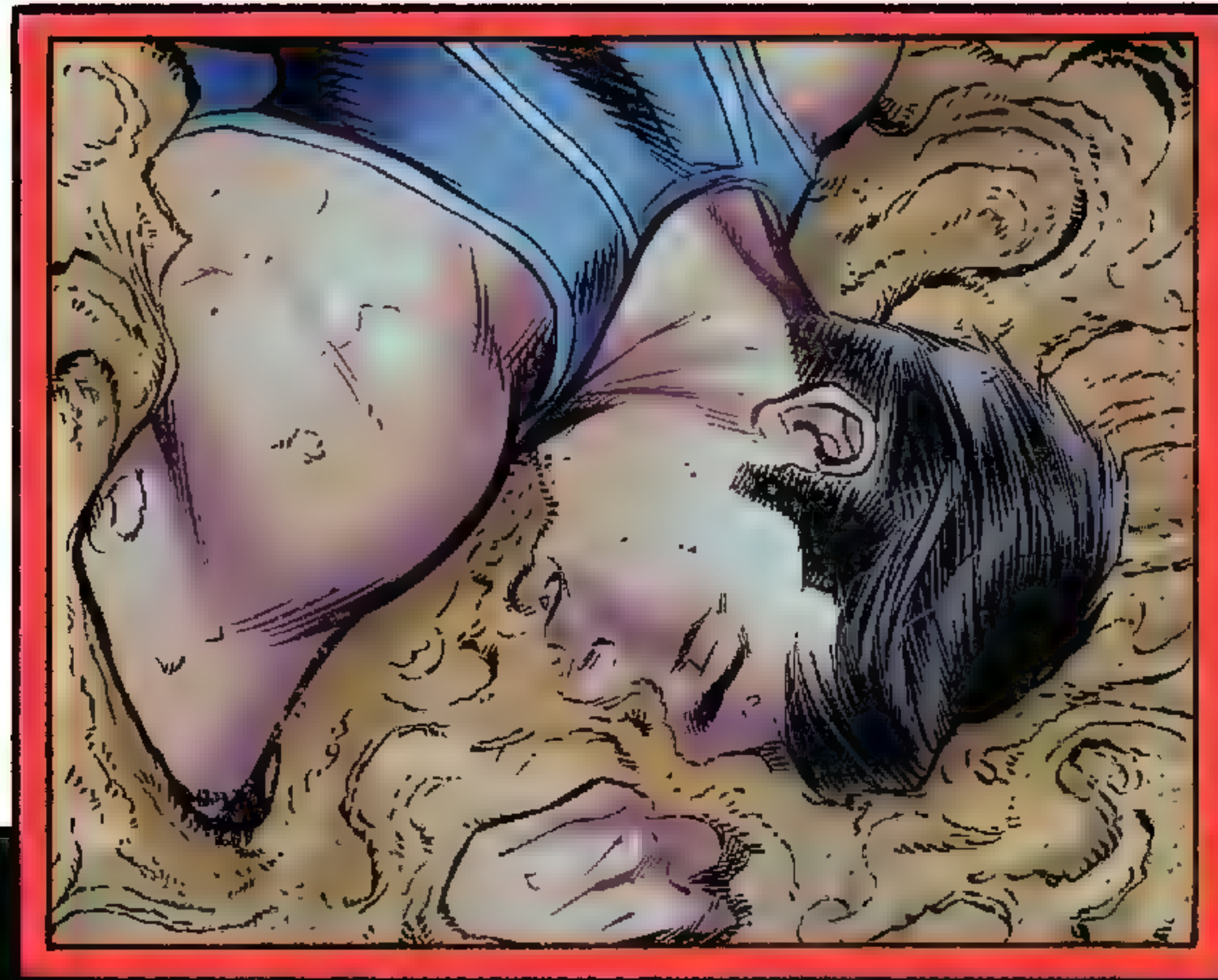












Stall.

Okay, here's how it's going to go...

Don't let them know how bad off you are...

S.H.I.E.L.D. and the other super heroes are right behind me.

I'm talking *all* of them...

Captain America, Thor, Iron Man, the giant guy, the purple arrow dude, and the guy with the thing that, uh, blinks...

Don't let them know you're about to fall on your face.

If you guys just, y'know, surrender, I'll make sure they know.

I'll make sure you--

Bull--oney.

Excuse me?

He's hurt.

You're right.

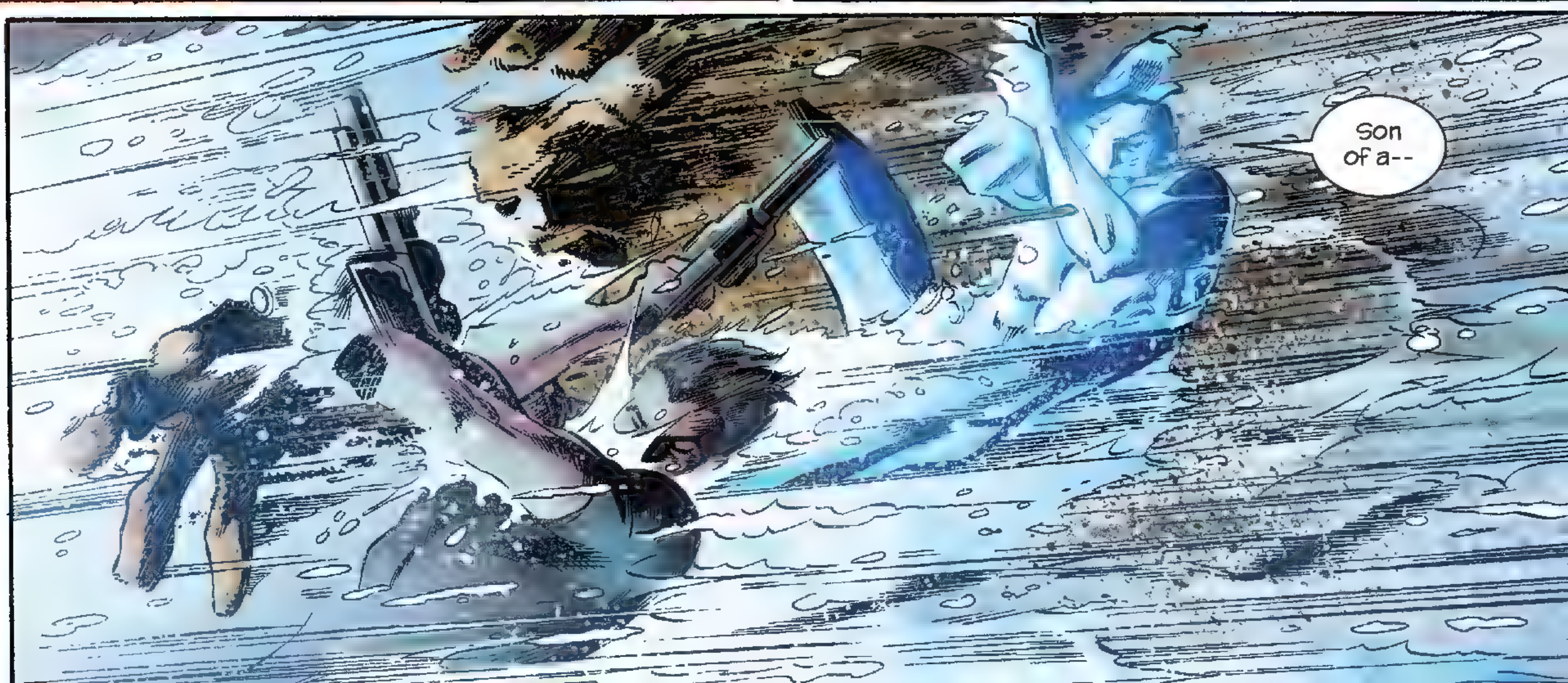
Look at him.

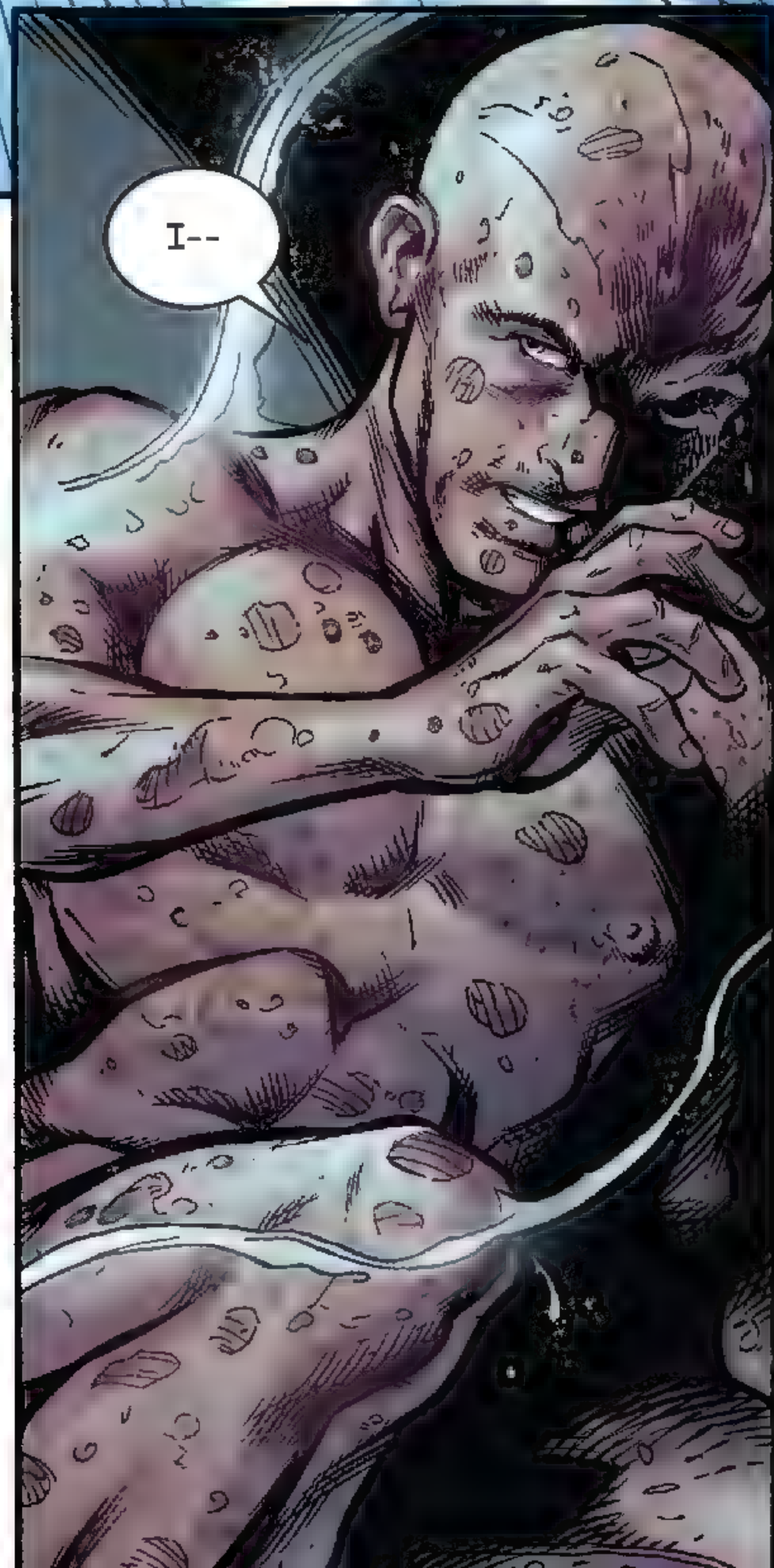
He's a mess.

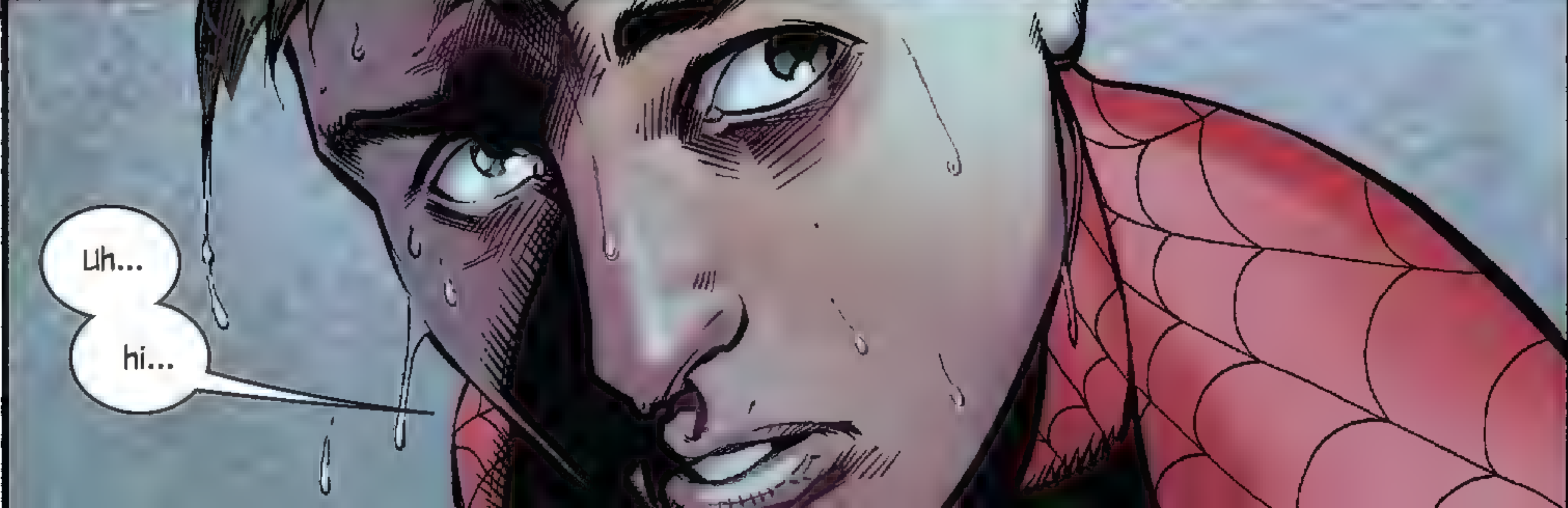
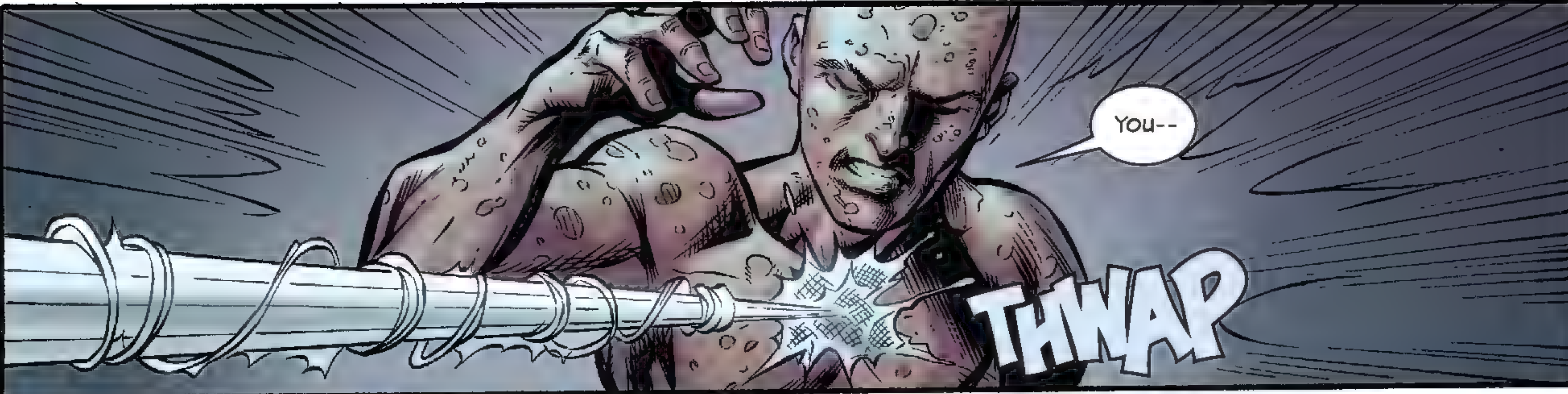
Uh-oh.

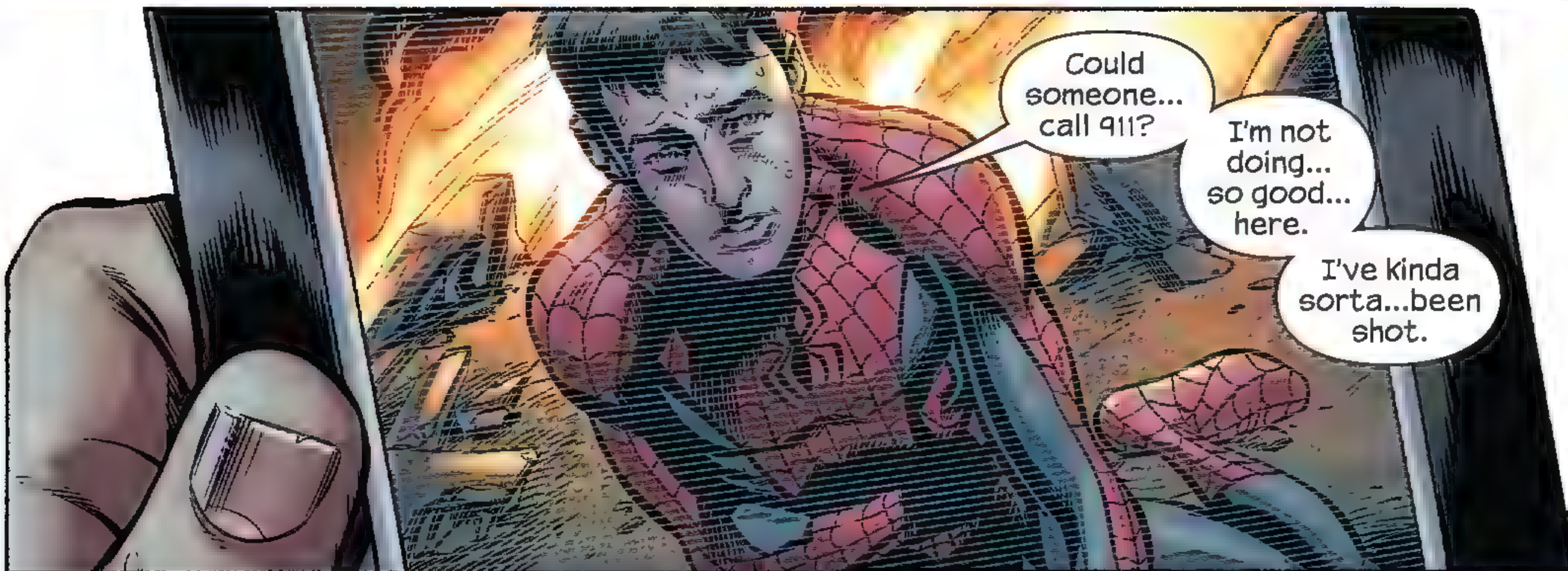
Ha!
You're right.











Could someone... call 911?

I'm not doing... so good... here.

I've kinda sorta...been shot.

No, it's--it's-- I'm telling you it's *actually* Spider-Man.

He's hurt.

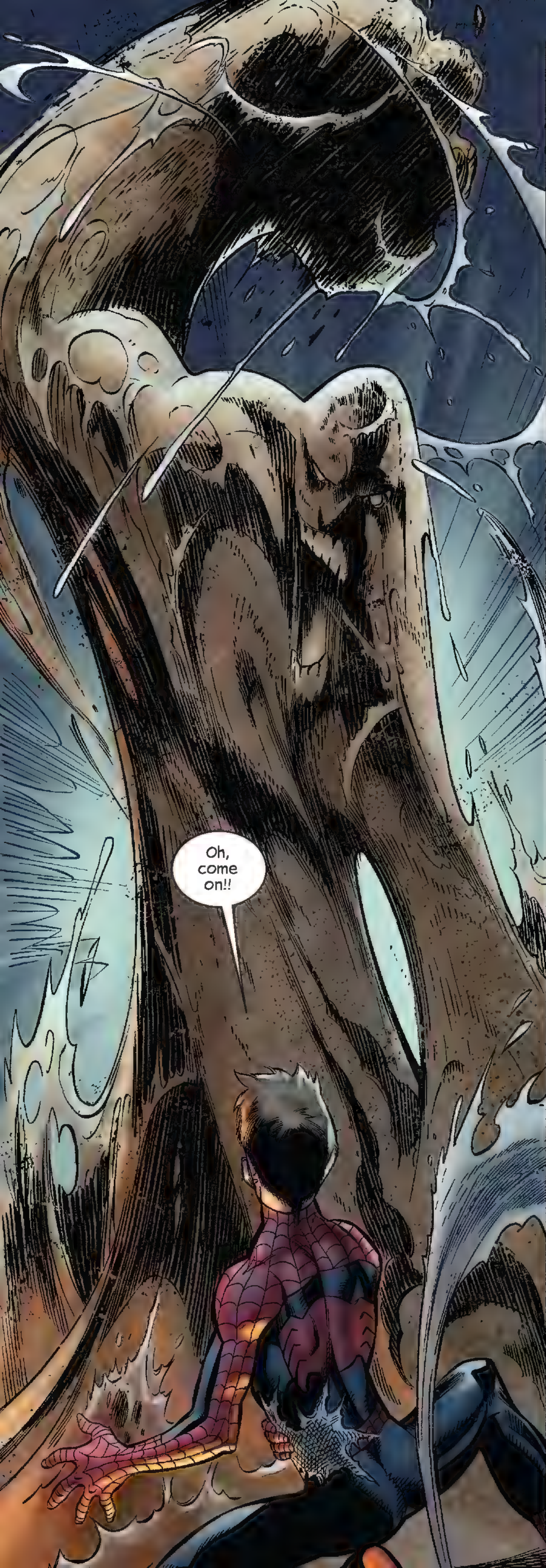
He asked me to call.

And the police. I think we need the police.

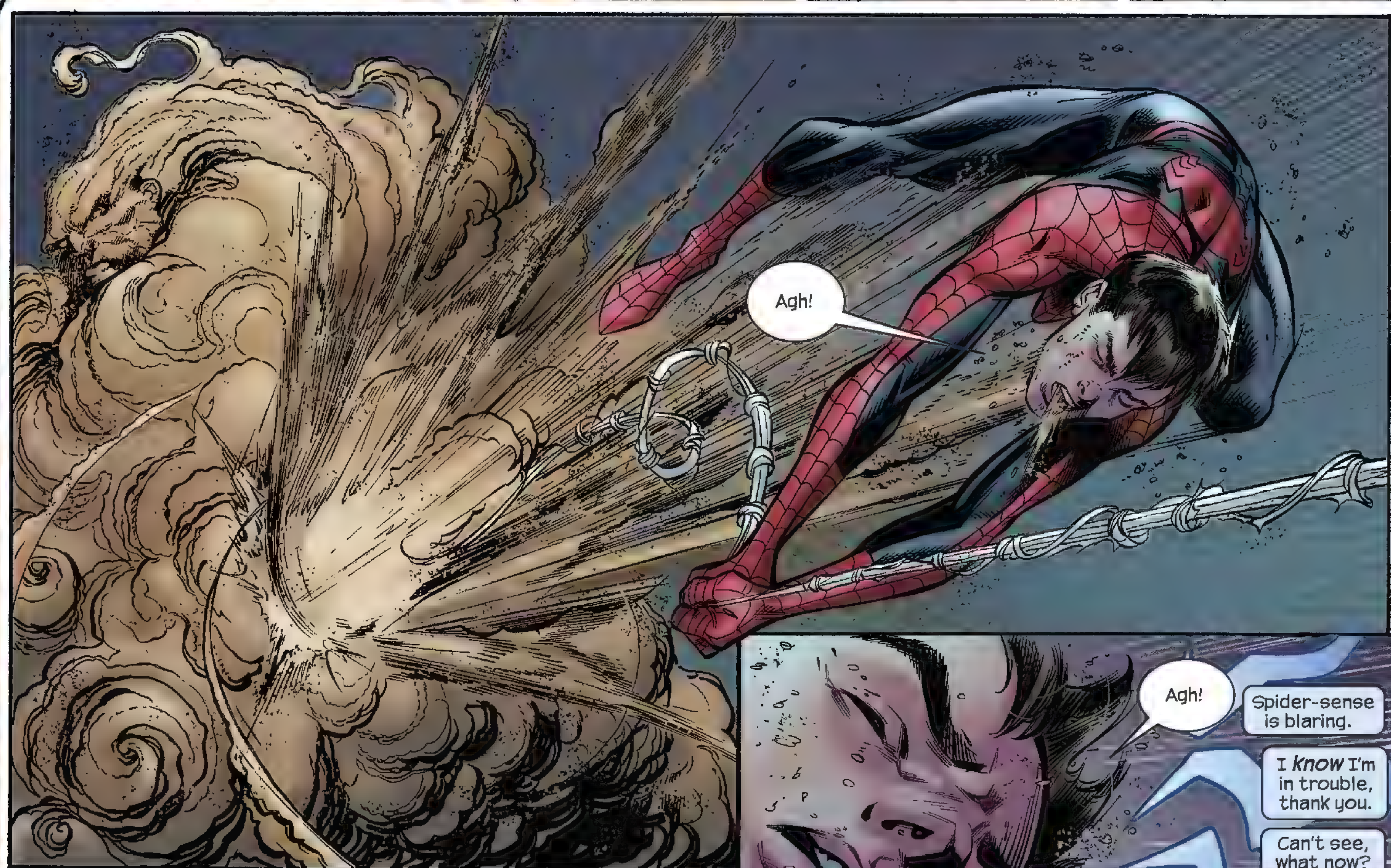
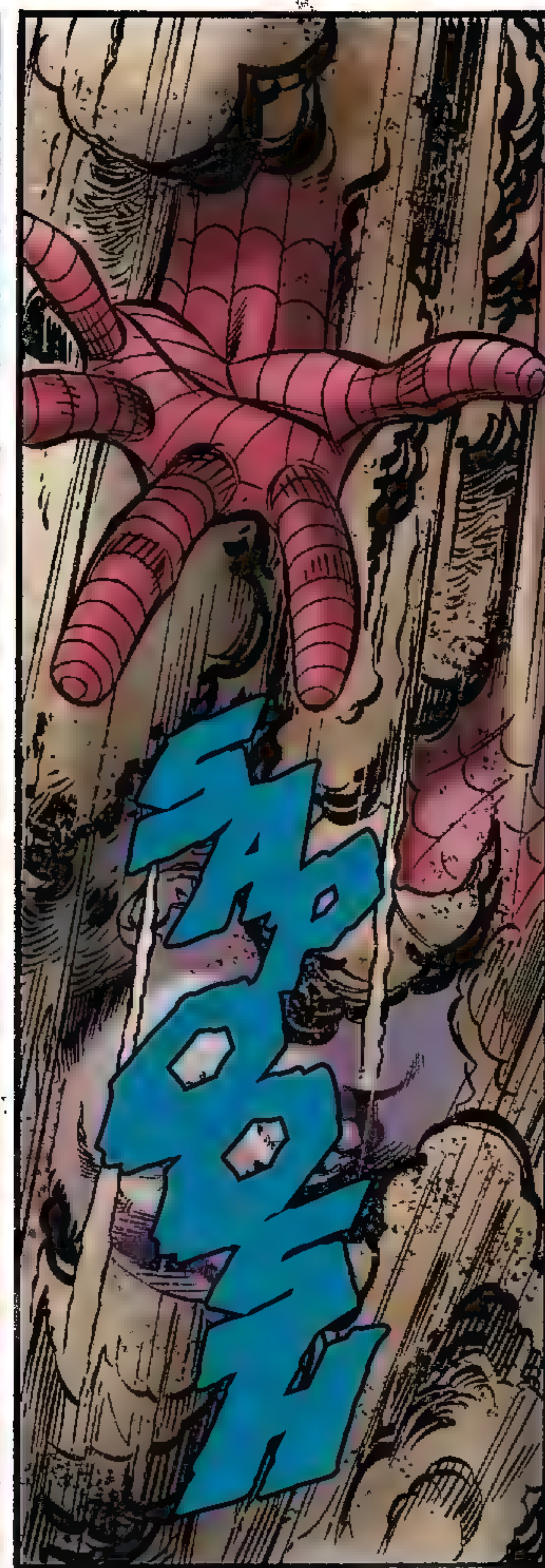
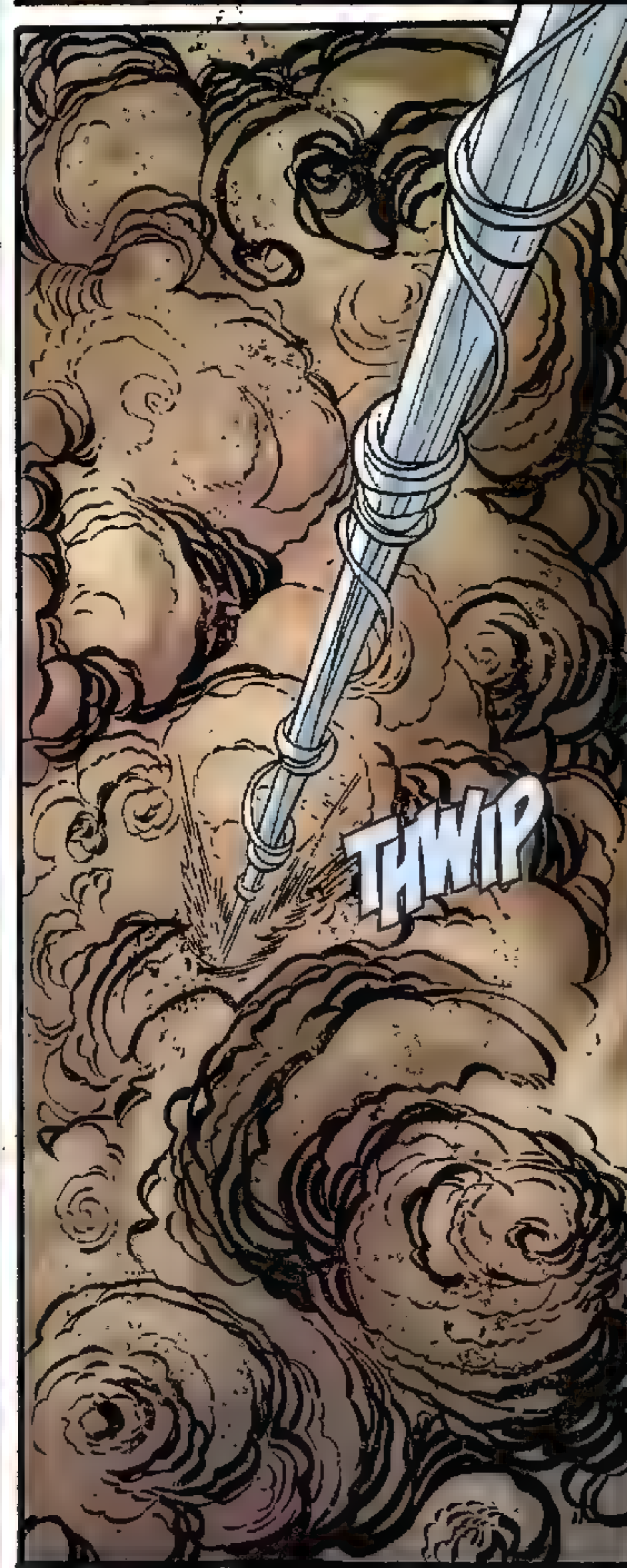
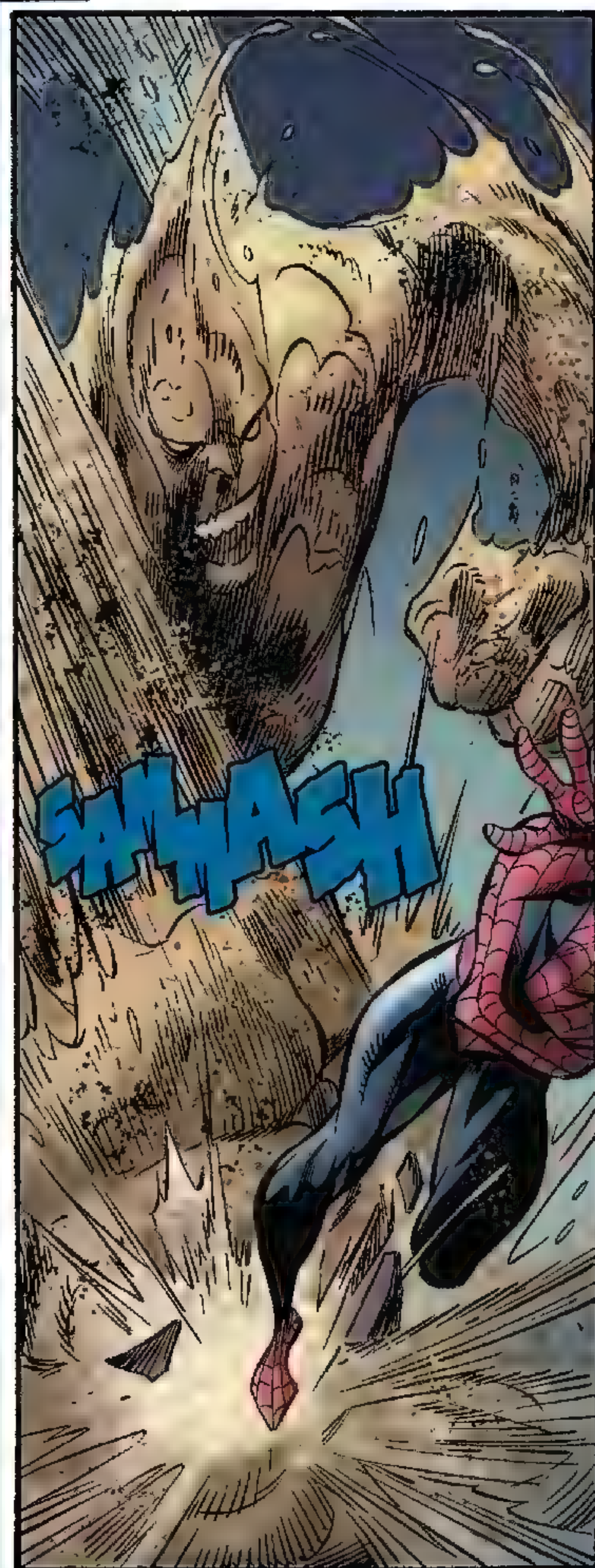
Spider-Man!!

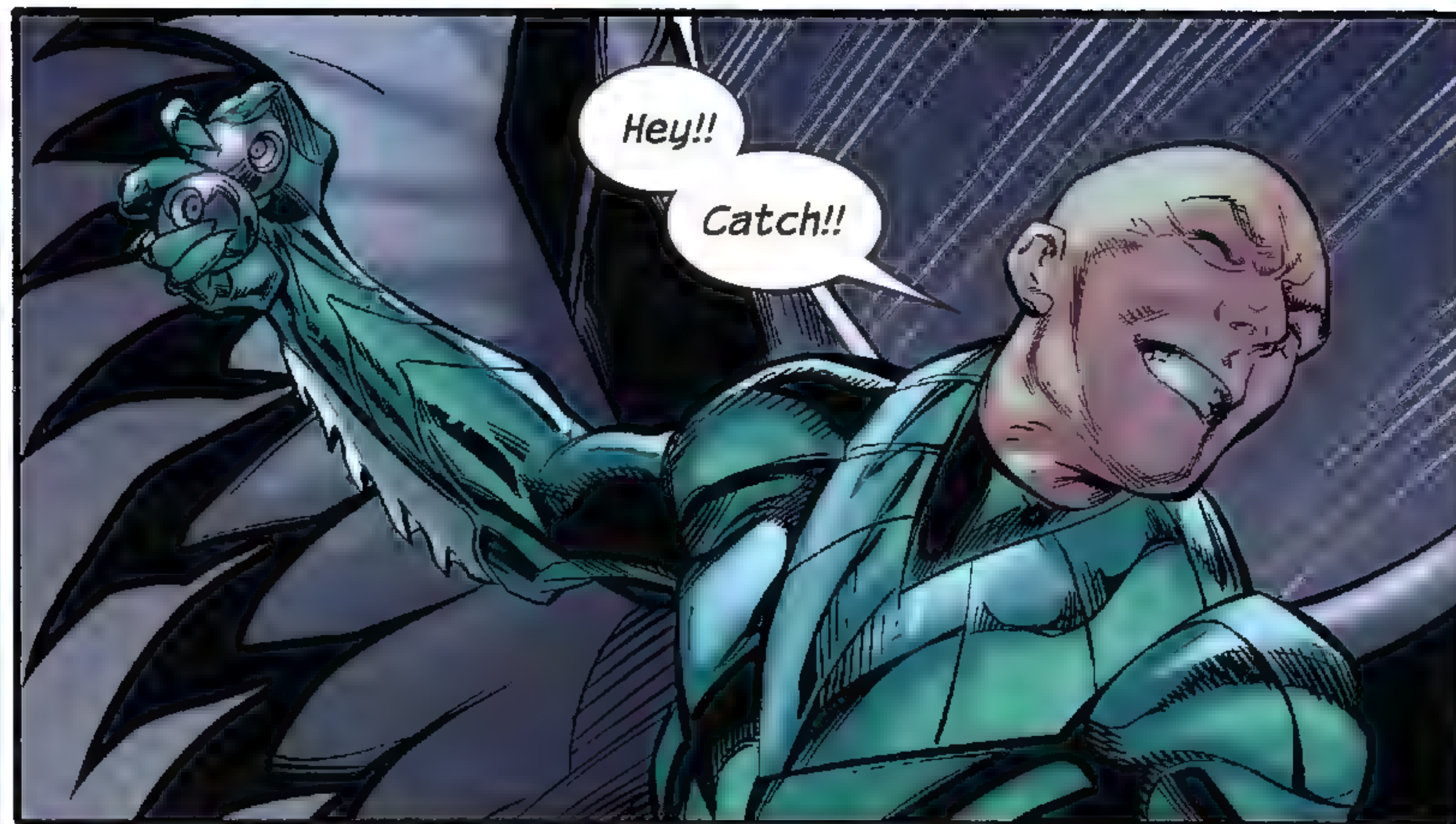
BEHIND YOU!!

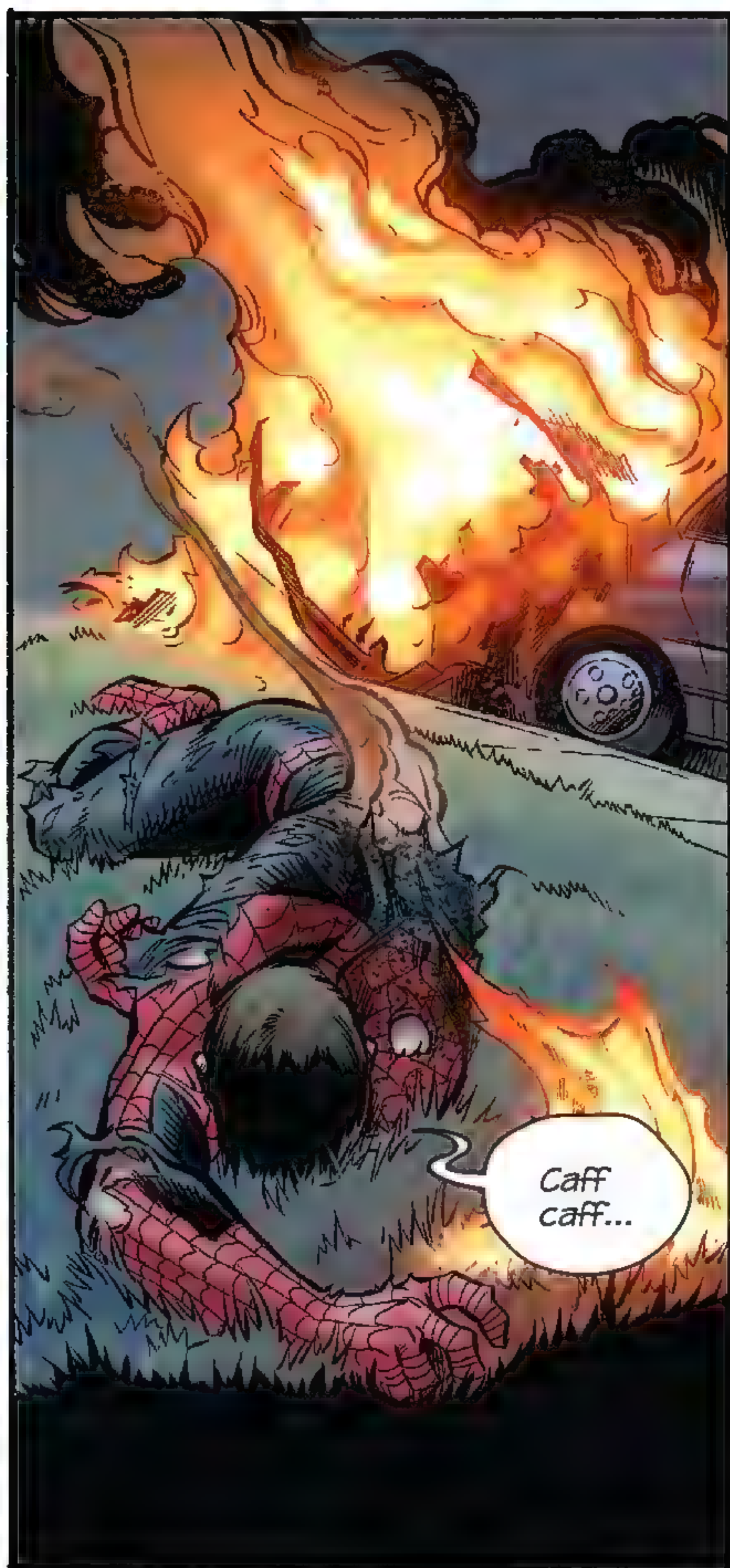
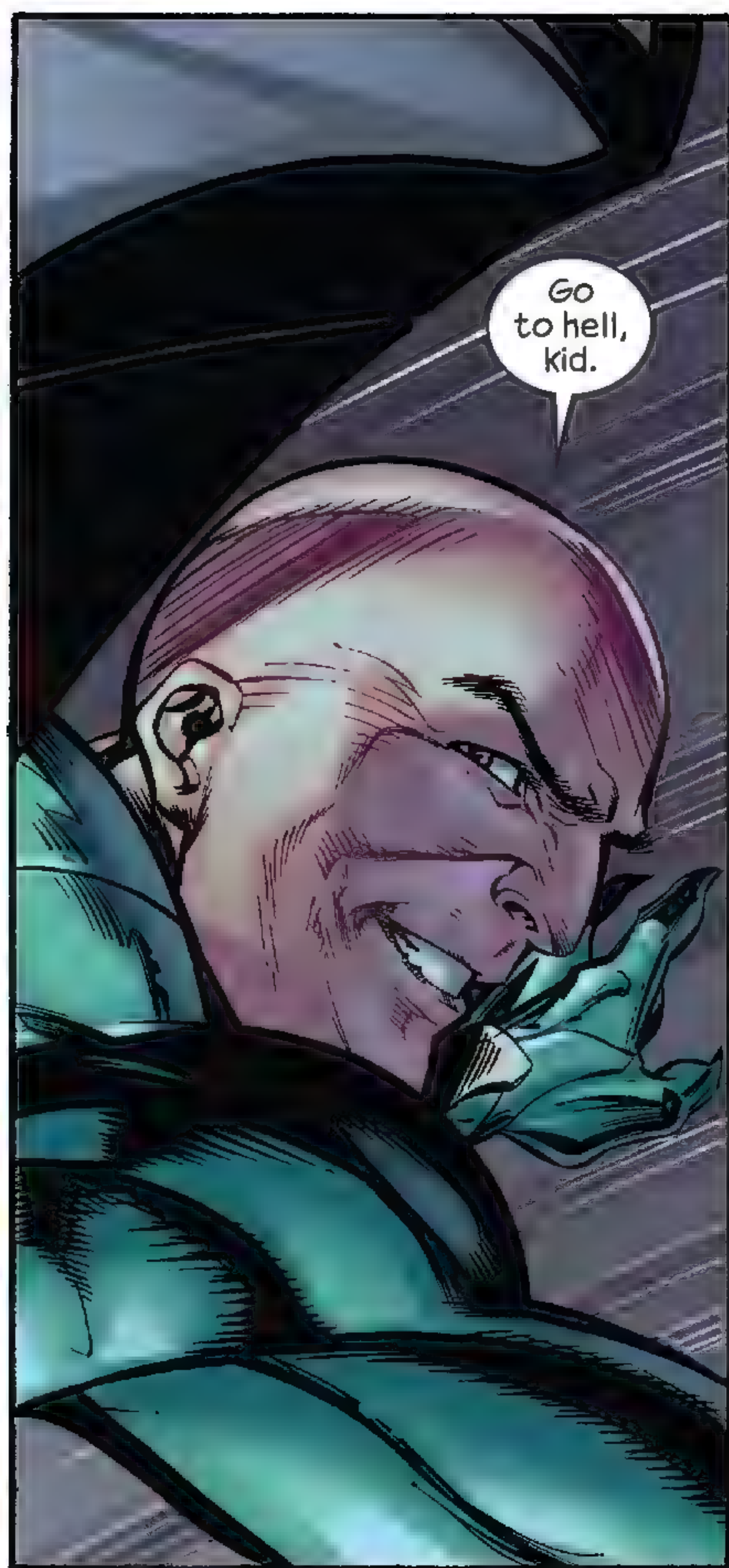


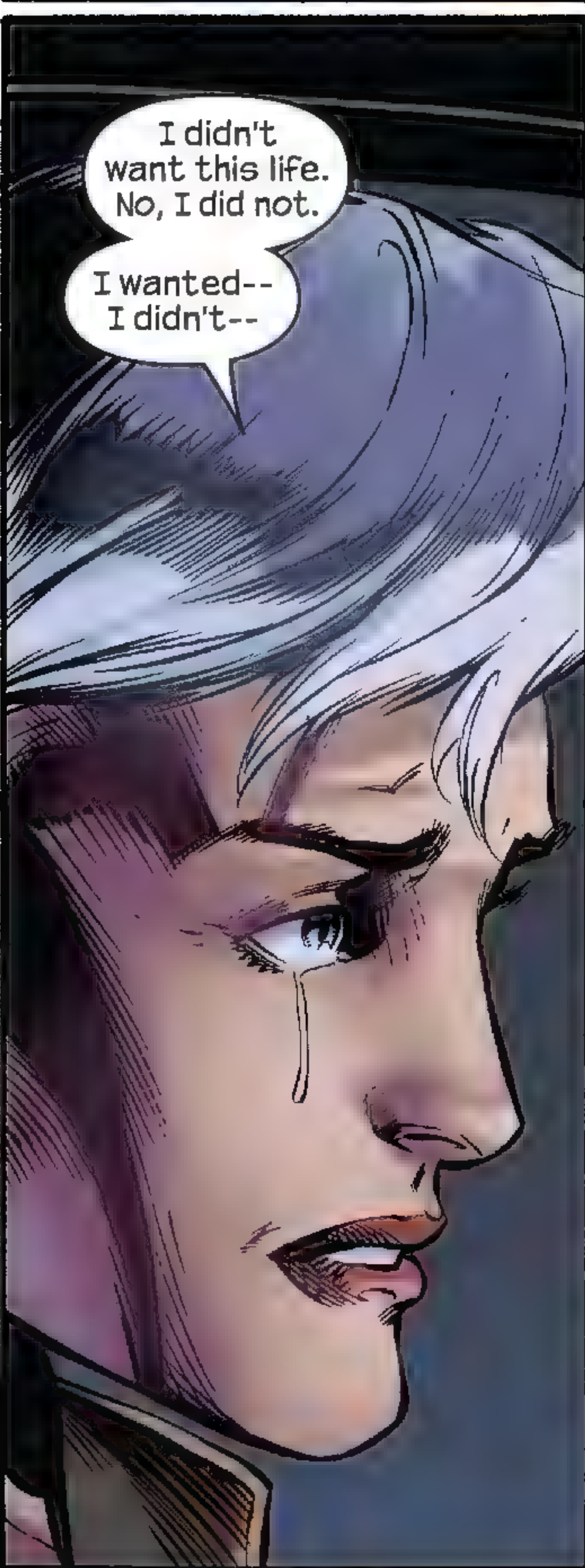
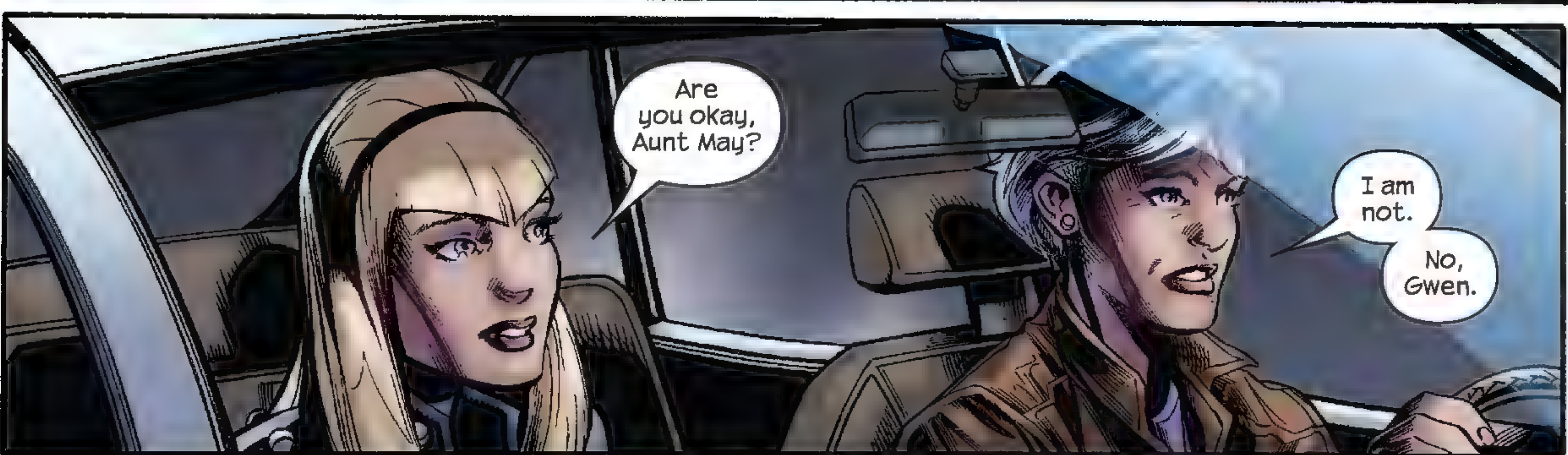
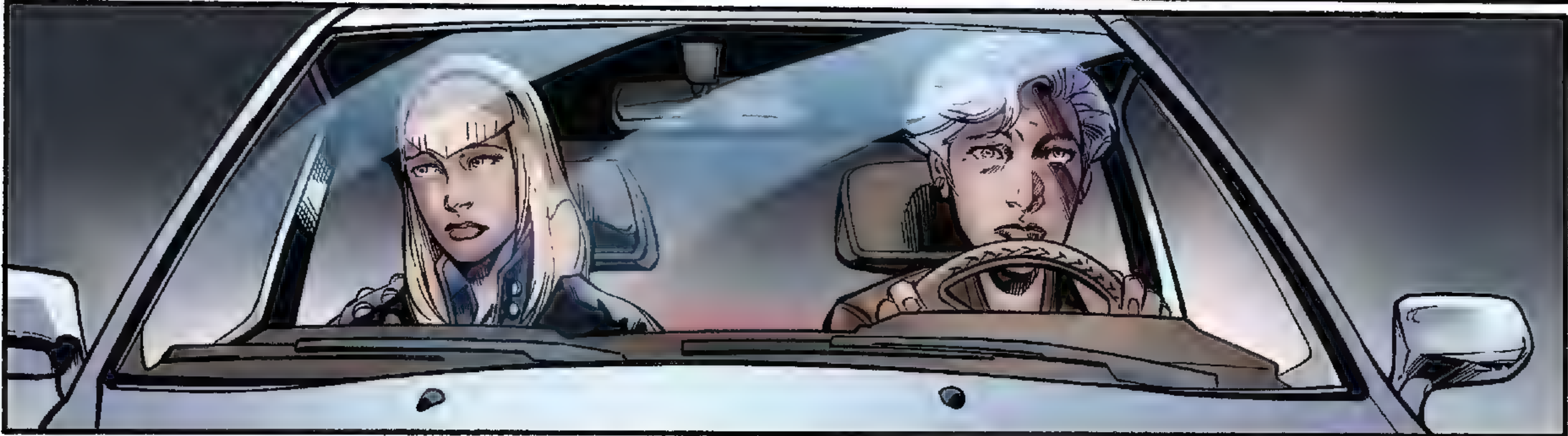
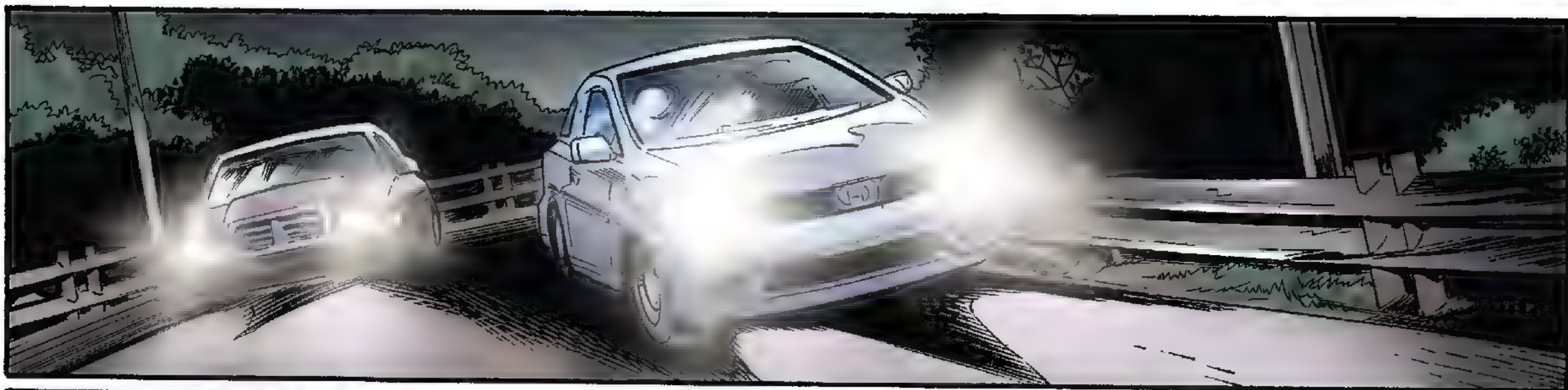


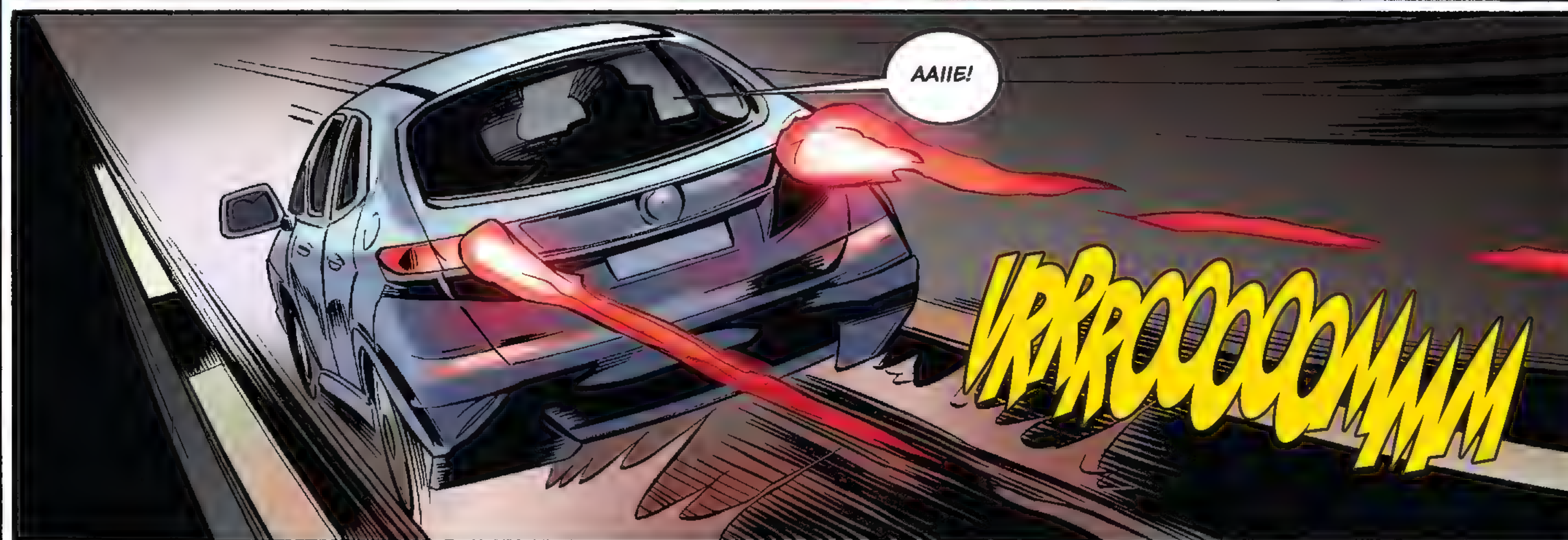
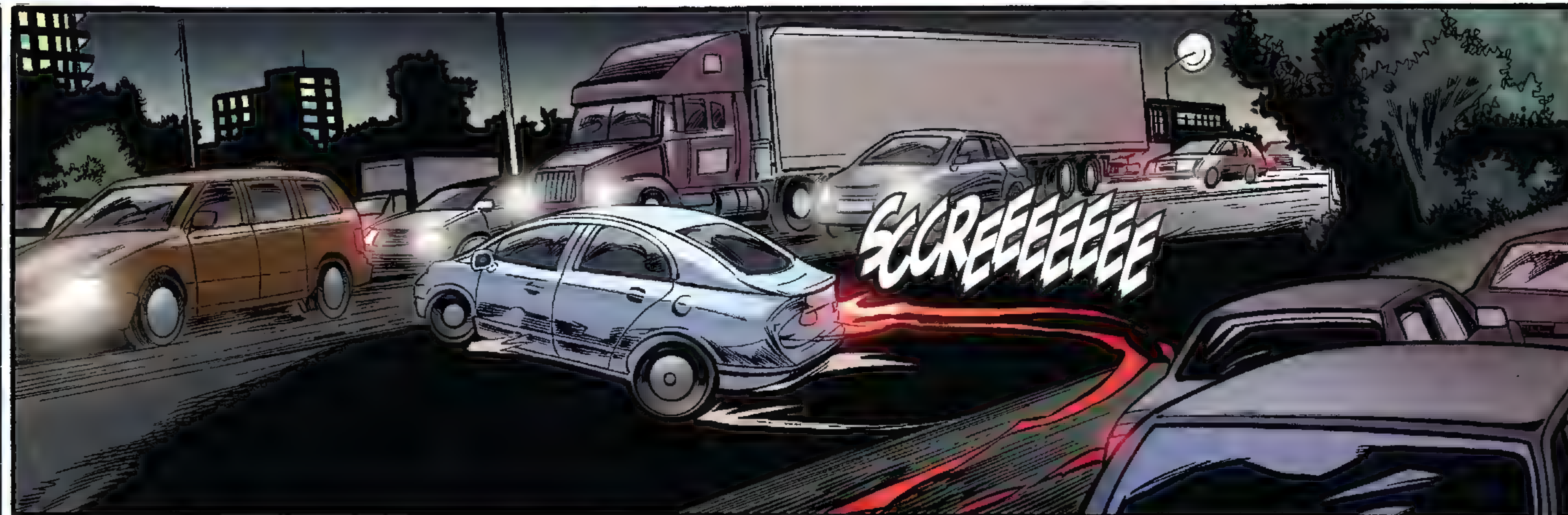
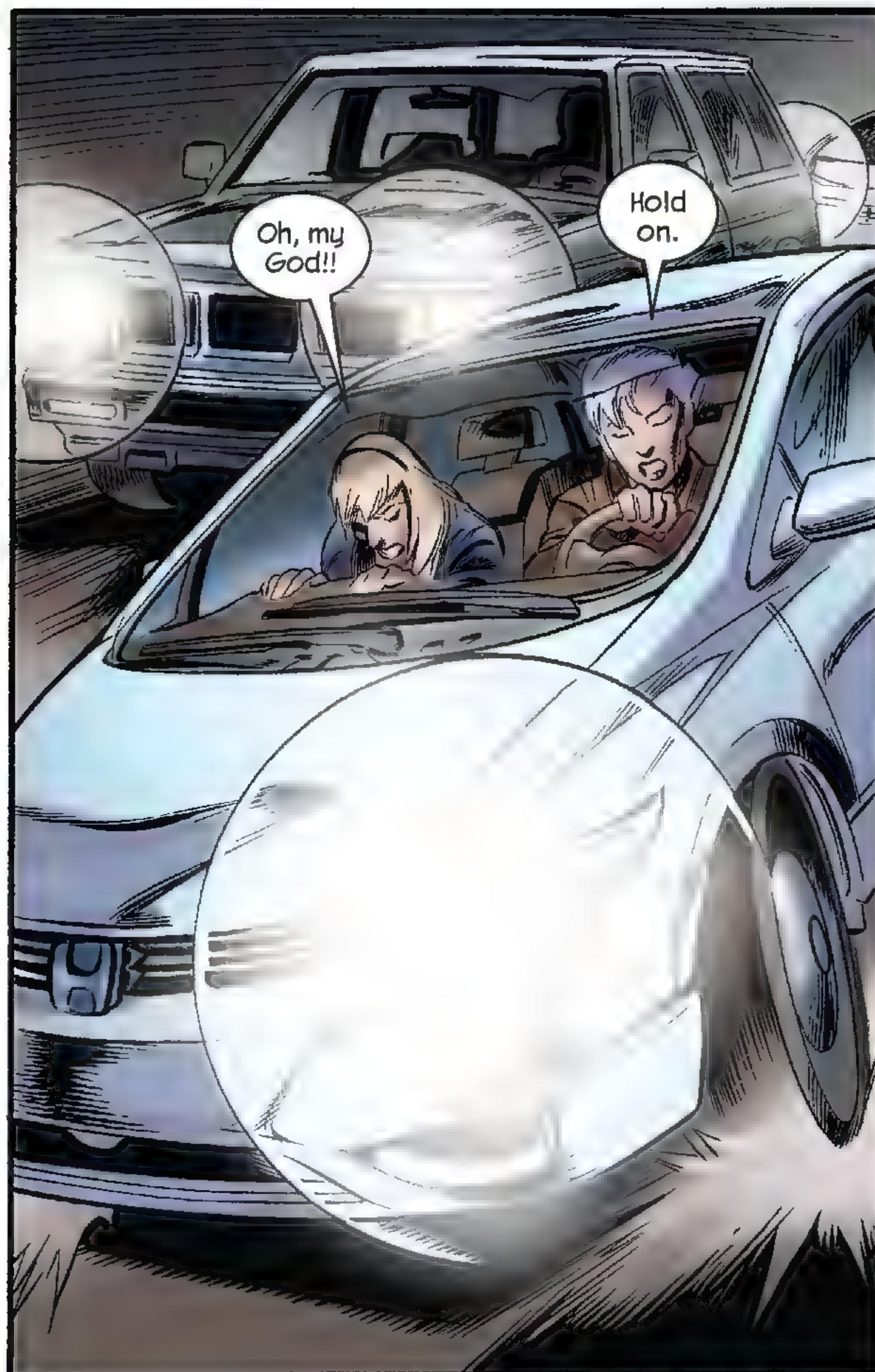
Oh, come on!!

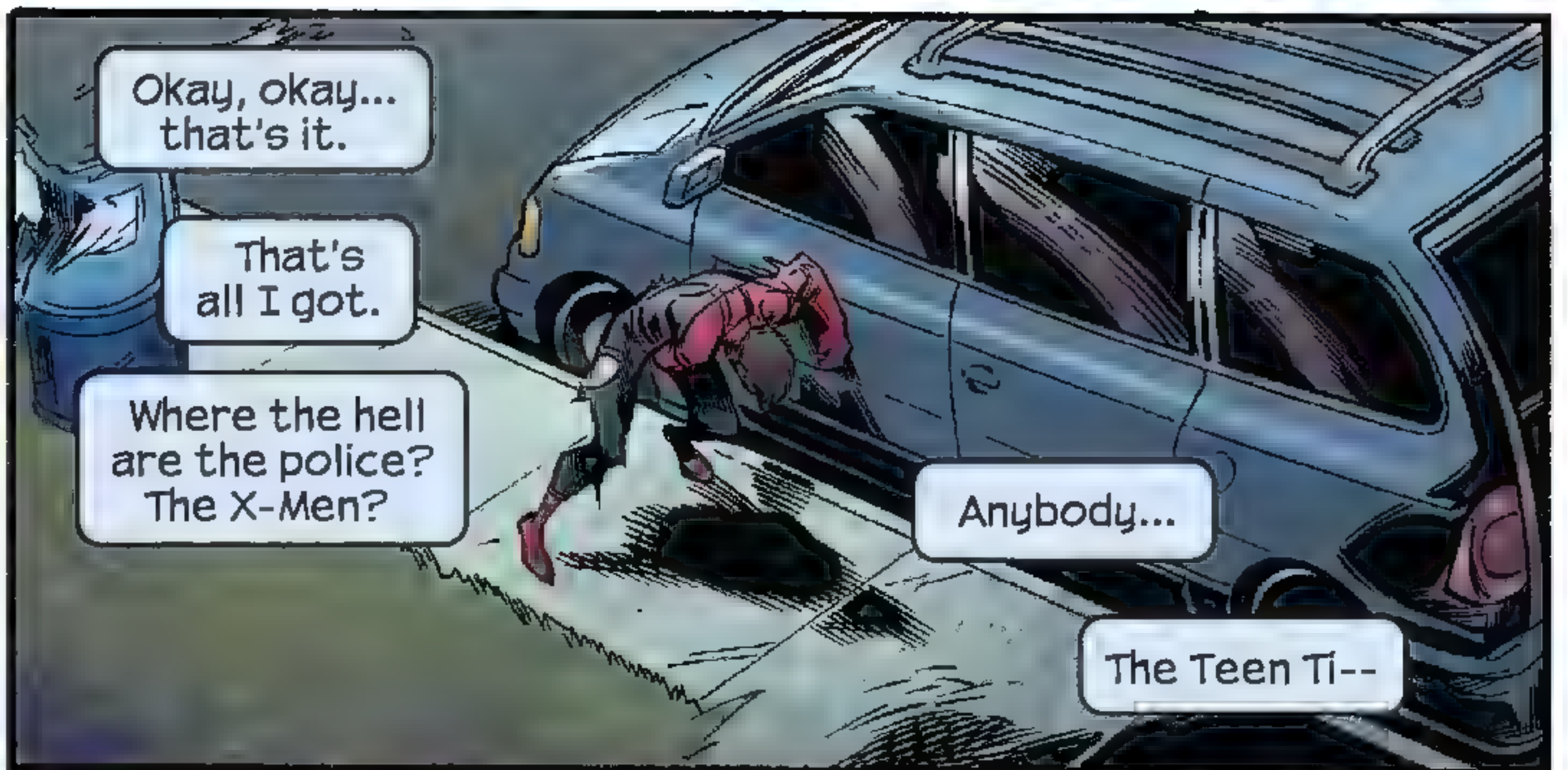
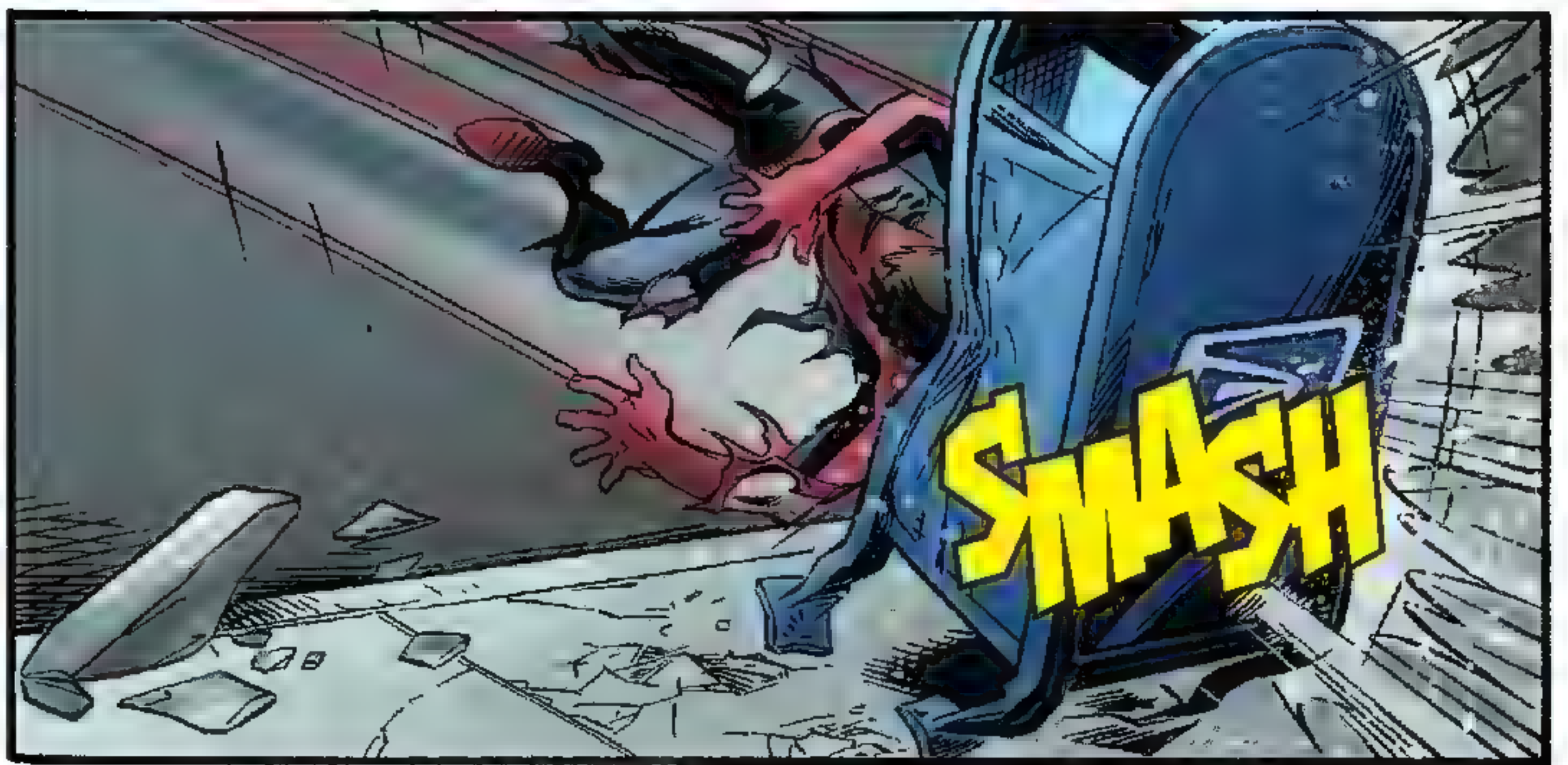
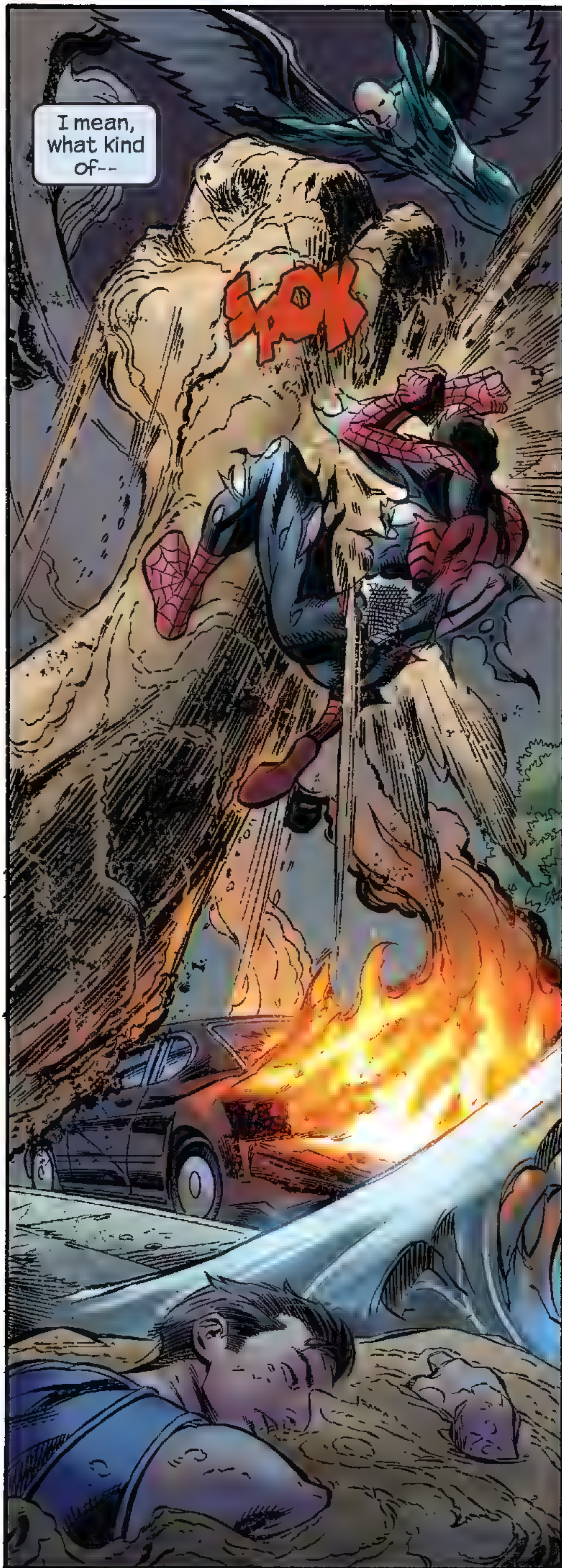


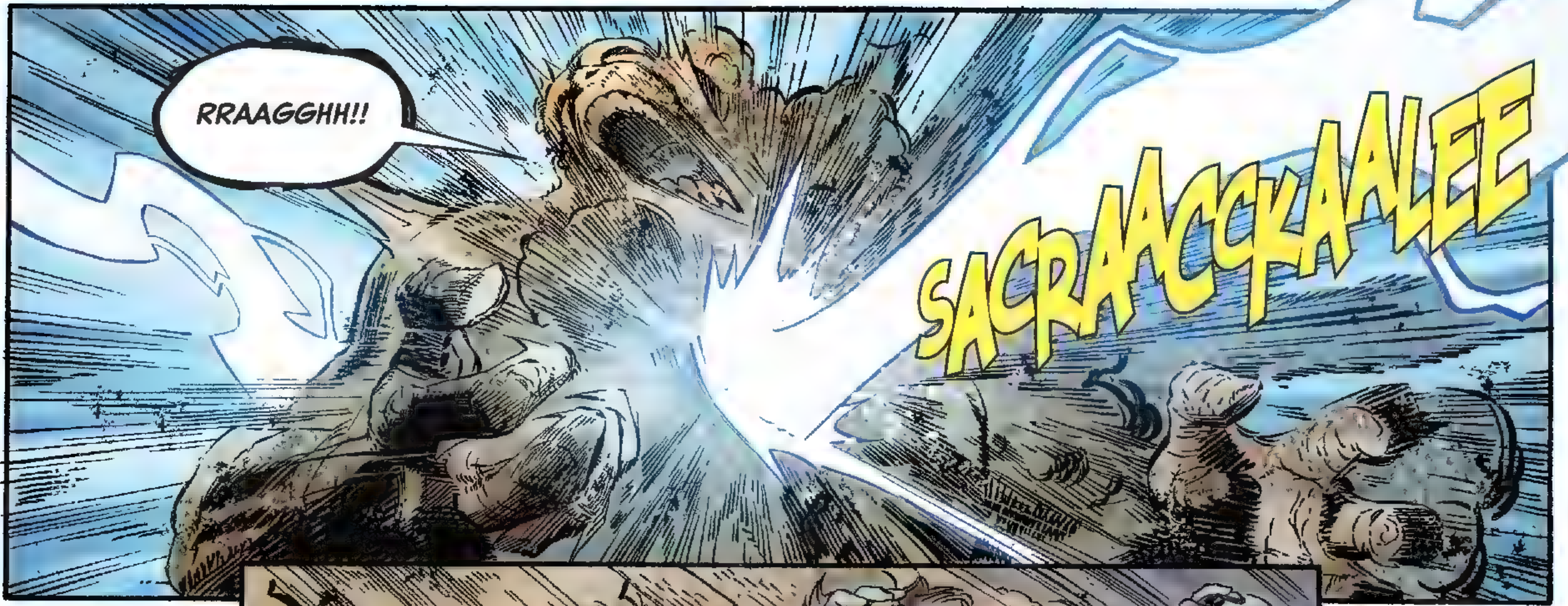












RRAAGGHH!!

SACRAACCKAALEE



Agh!

Jeez!!



What did *you* do??

There's only so much crap I'm going to take from a 13-year-old kid who doesn't know he died ten minutes ago.

If Osborn's down for the count...then this *one* is mine.



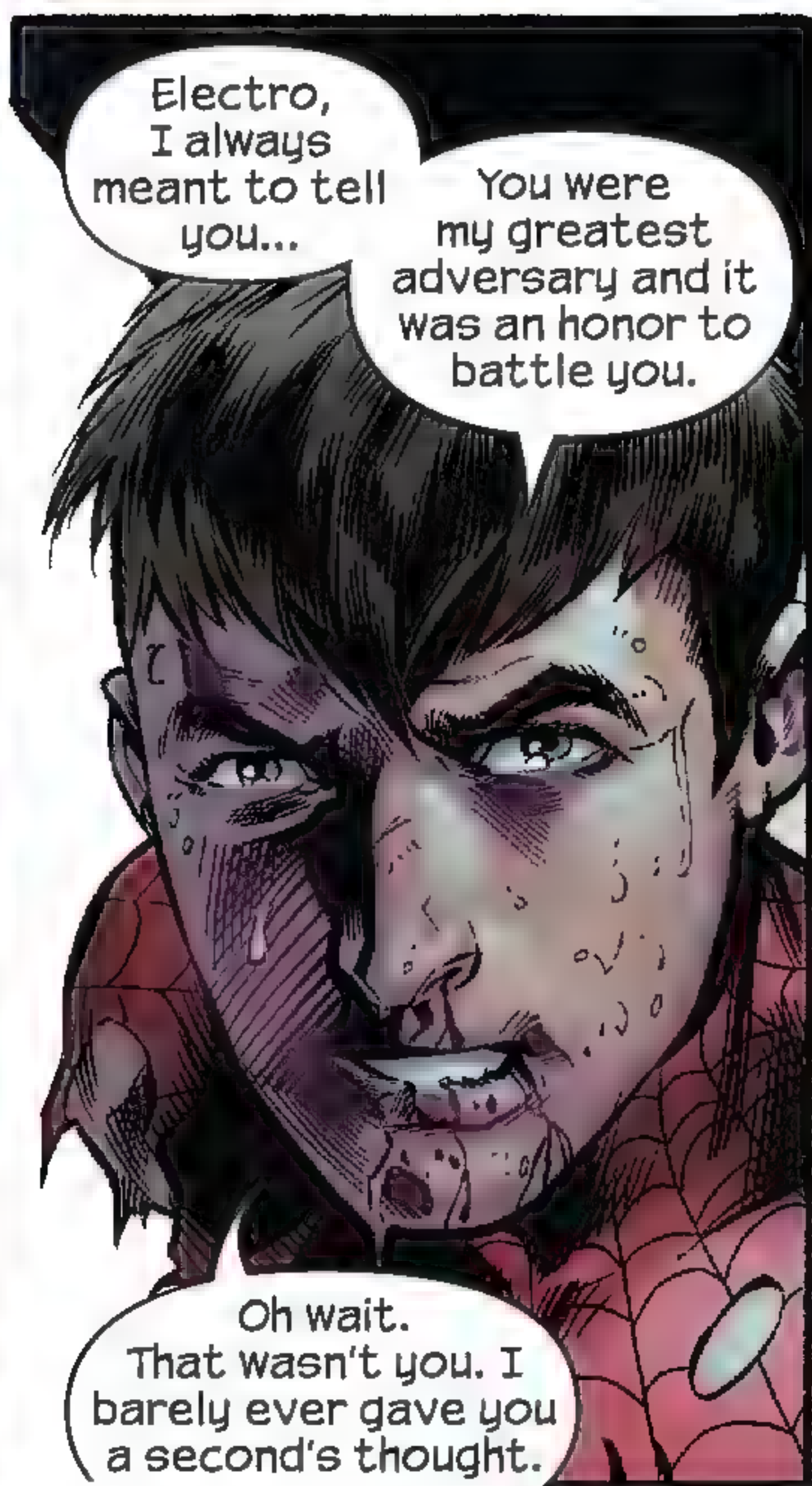
That was *not* cool, Electro.

Grow a pair. You're fine.

So take the shot.

I want to see his face when it happens.

I want to see it.



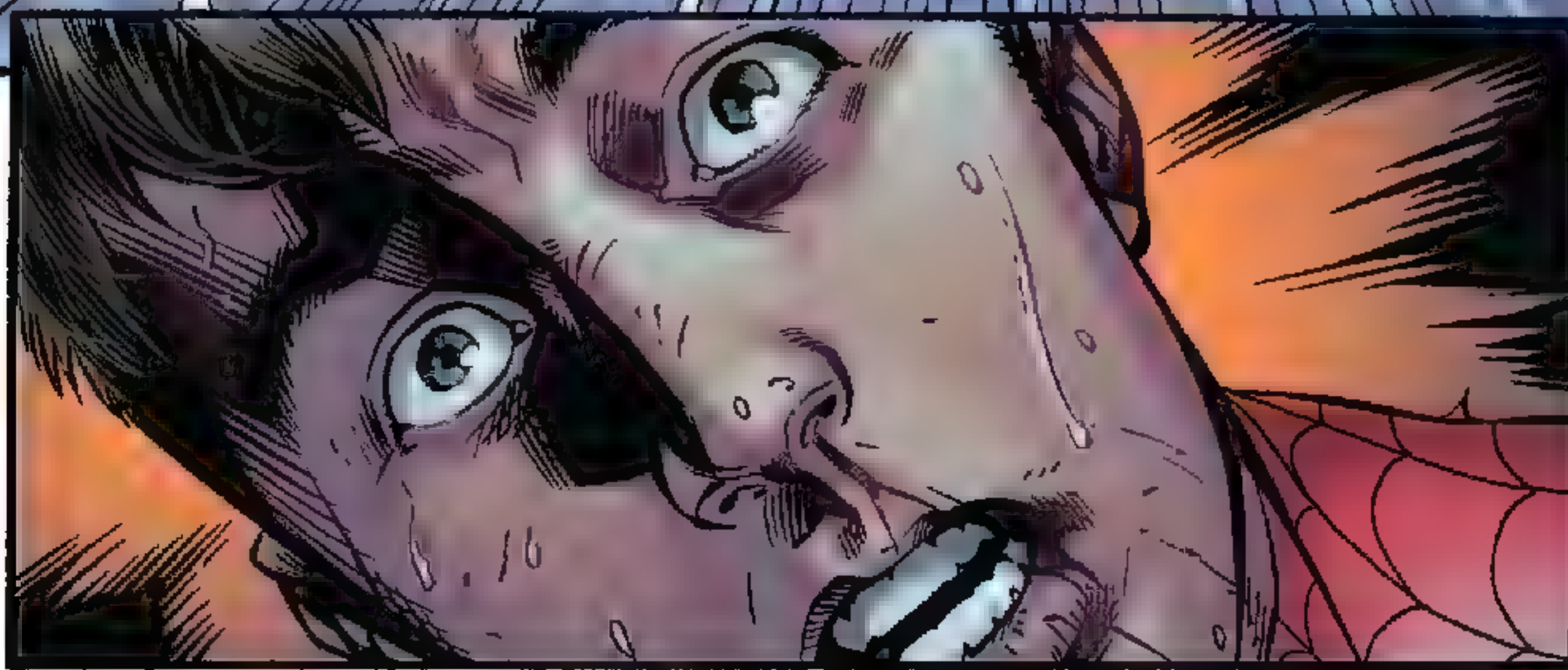
Electro, I always meant to tell you...

You were my greatest adversary and it was an honor to battle you.

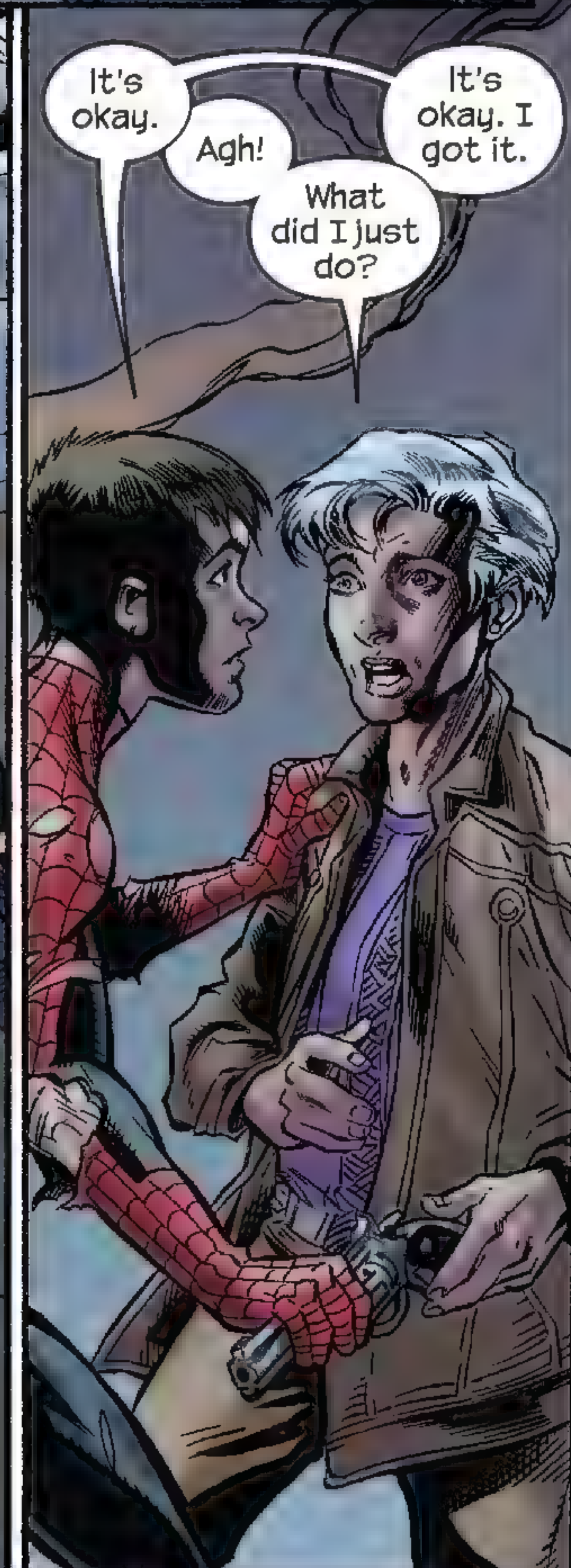
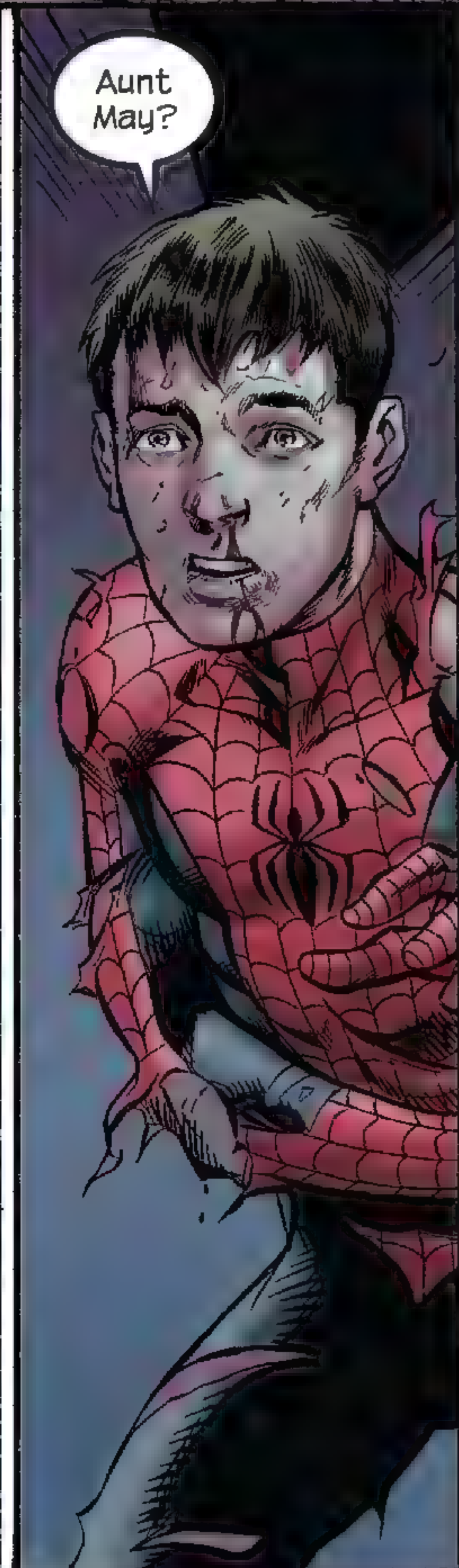
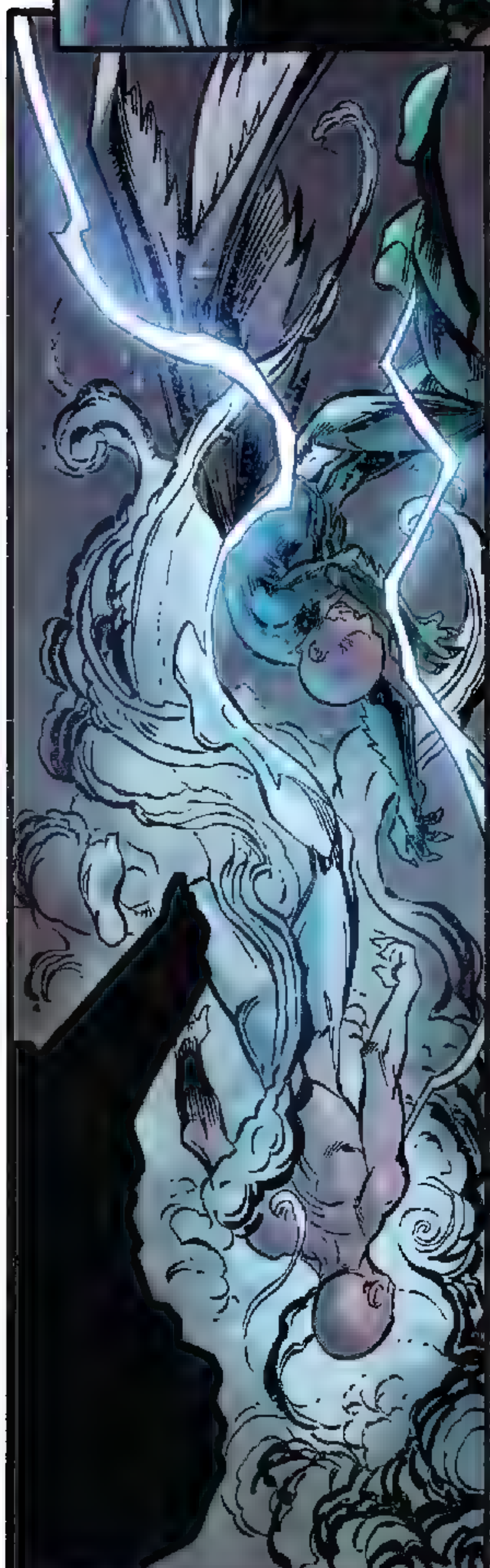
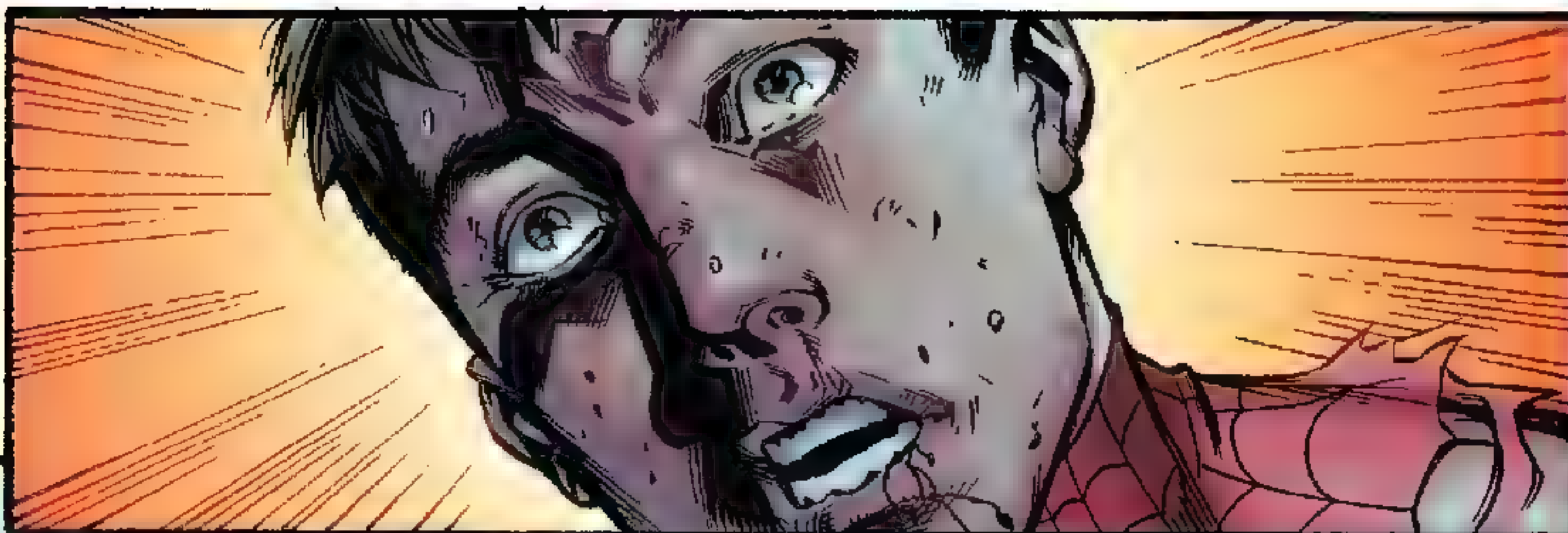
Oh wait. That wasn't you. I barely ever gave you a second's thought.



Hope you enjoyed that.









Is he still al--
ow--

Peter!!
What happened to you?

Well, I know I'm probably going to get grounded for this, but I've been shot.



Please, somebody call an ambulance!!

We already did.

We called everybody.



They're okay.

Bobby's breathing.

He's got a pulse.

Both him and Johnny are okay.

I think.



Is anybody here a doctor?

We called. I called myself. They're coming.

I'm so sorry, Aunt May.



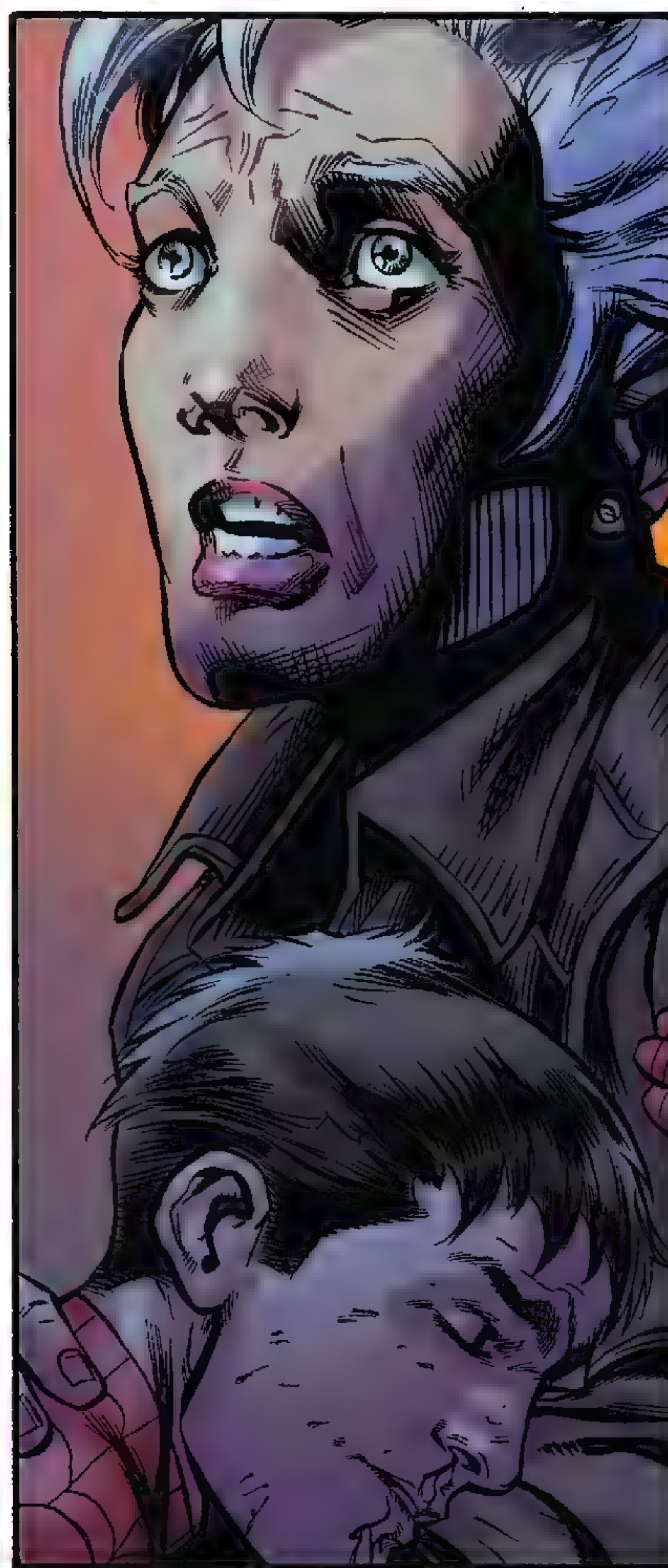
What are you apologizing for?

I know this...this isn't the life you... wanted.

You crazy boy.

But...

...cute.





#158 VARIANT

BY STEVE MCNIVEN, DEXTER VINES & JUSTIN PONSOR



160





Come on, Peter, pick up, pick--Peter, this is MJ.

Again. Please, come on...

I know you're not answering your phone because you're-- I don't know what you're doing, but--



But I just-- please call me back.

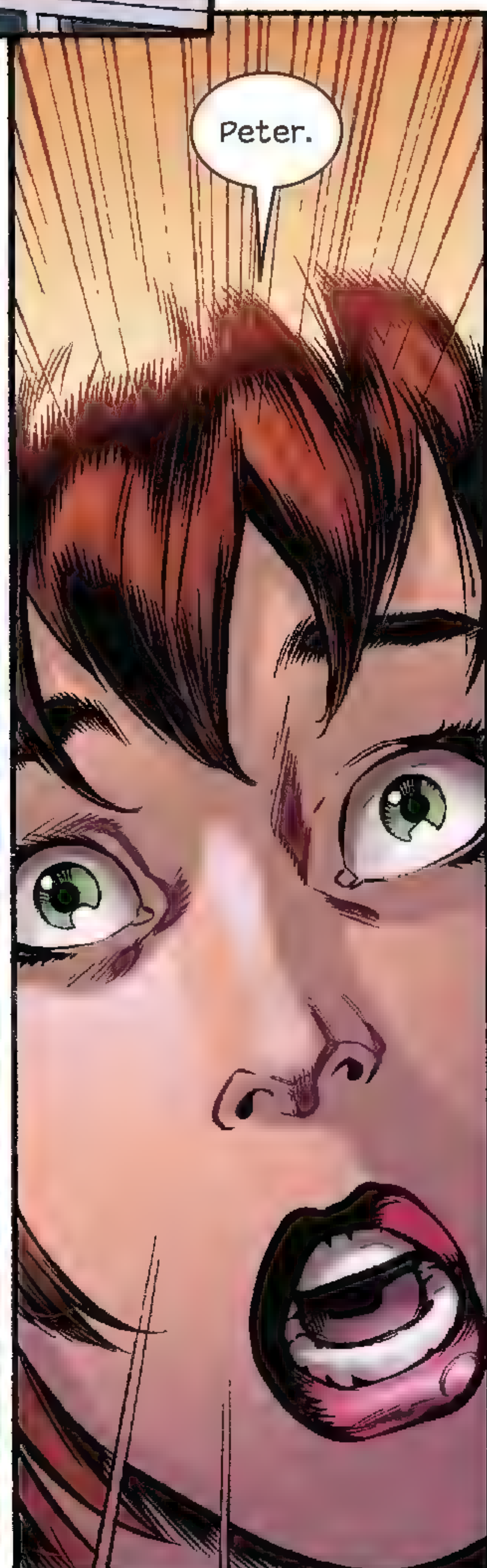
Just let me know everything is okay.

I can't--



Ugh.

Lame.



Peter.



Mom,
I'm going out,
but I'll be
right back.



Where do you
think you're going,
young lady?

I'm--I'm
just running
over to Peter's
house.

You have
any *idea* what
time it is?

I, uh, I
forgot my
book.

It's just
across the--

No.

It's not
my curfew yet,
I just--

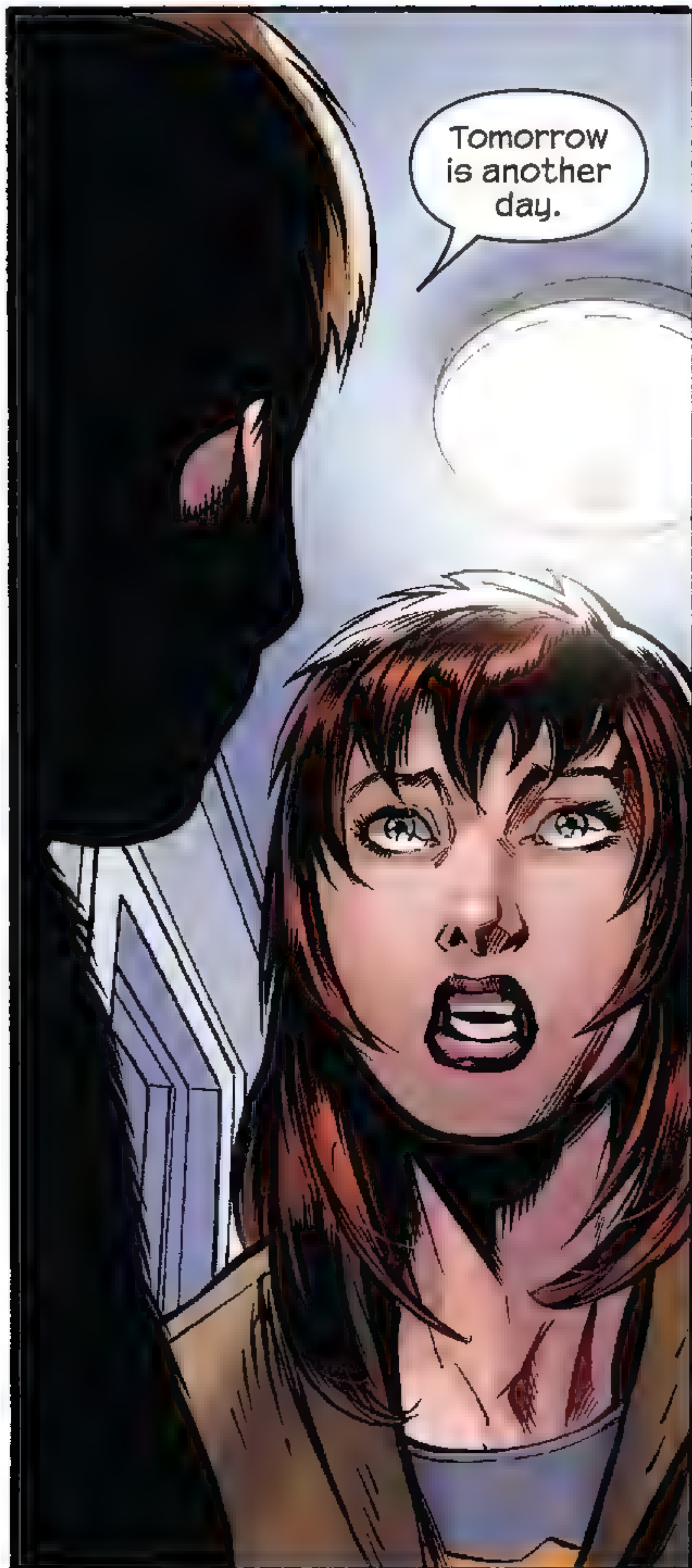


It's a school
night and you're
staying here.

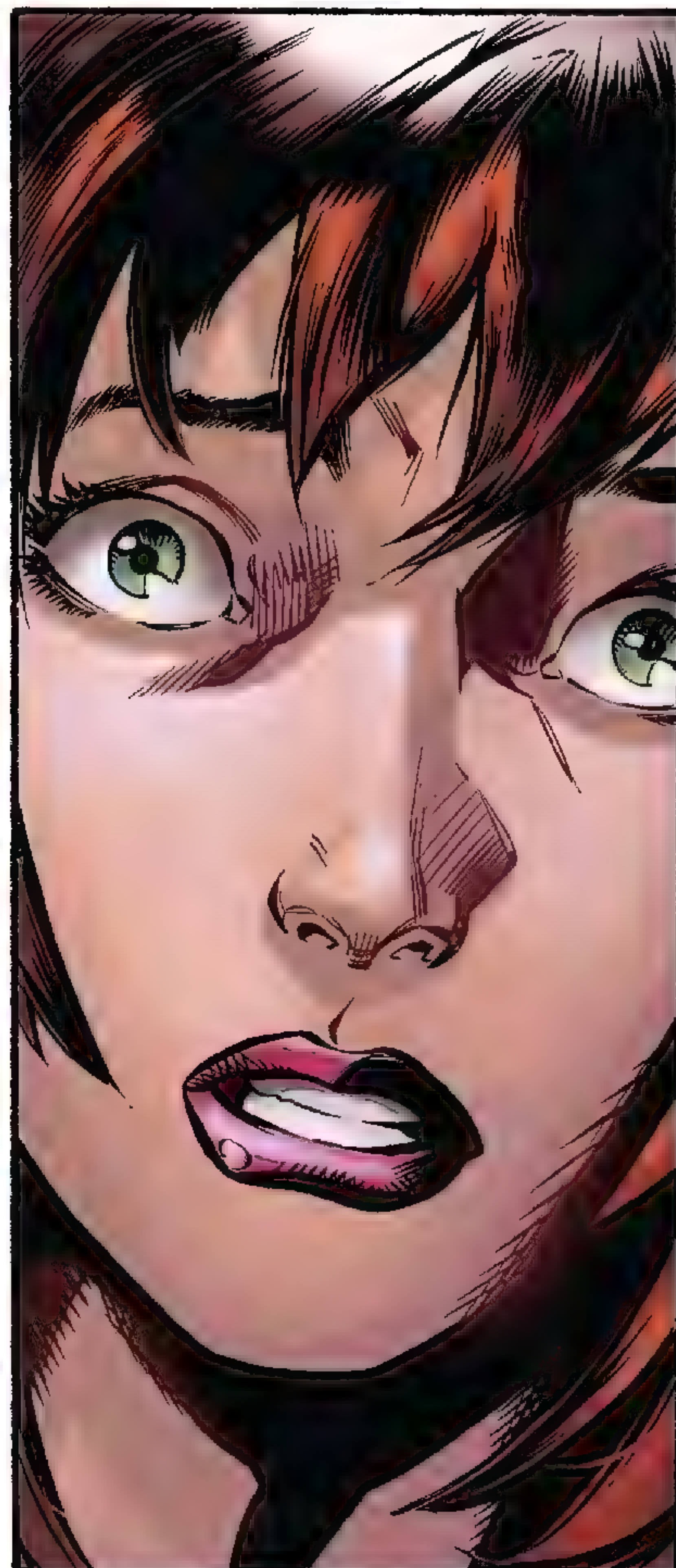
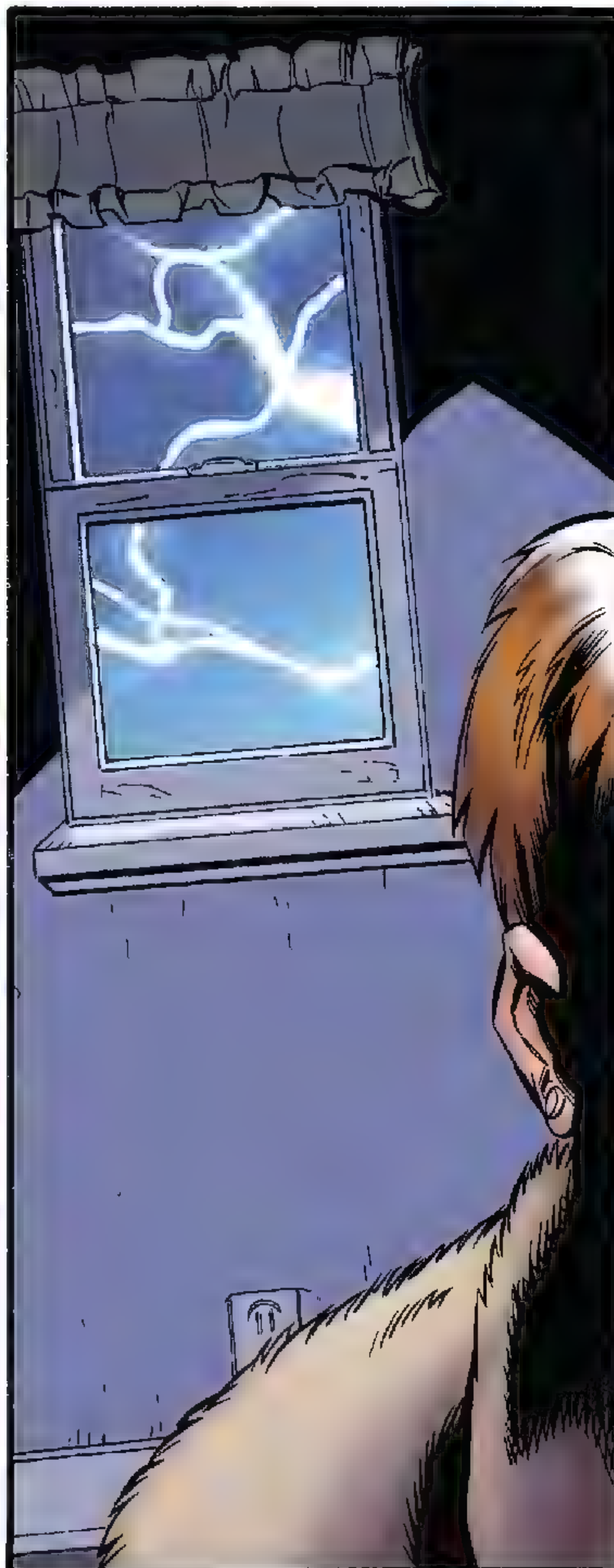
But I
just need
to--

You can see your
boyfriend at school
tomorrow.

But--



Tomorrow
is another
day.



I could do without this--ow--entire day altogether.

Go go!!

PETER!!

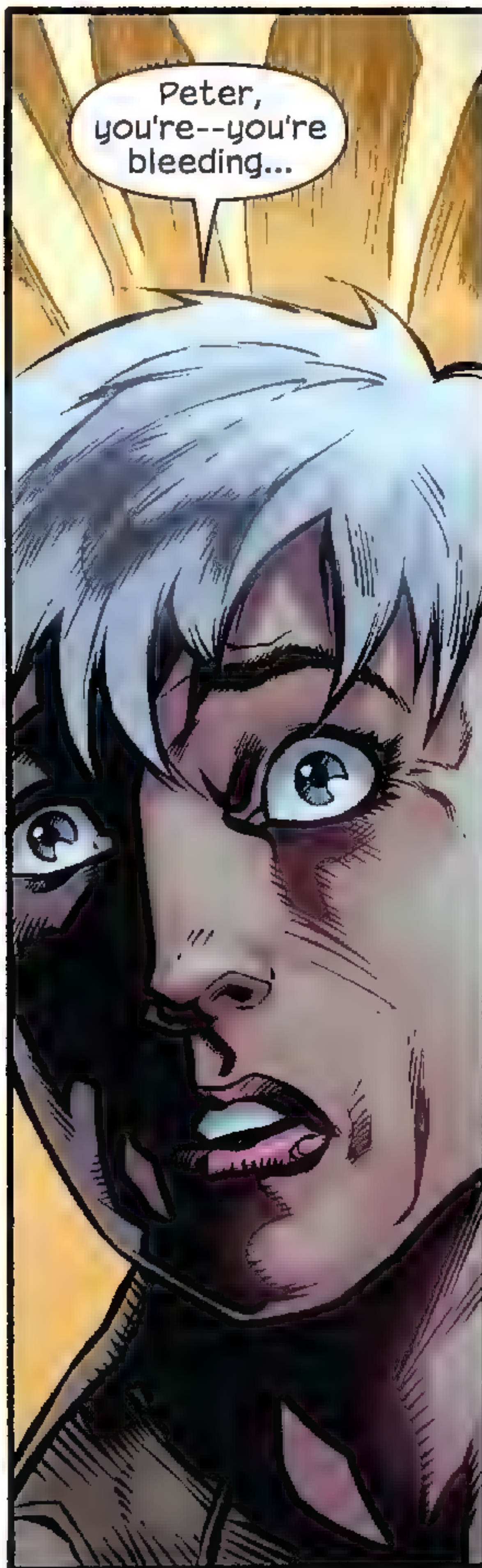
Aunt May, come on!!

POW!!!

Norman Osborn.

What the hell is wrong with you?

Never mind, don't care.





NNAARGH!

CRASH



Okay.

Ow.

Agh!

I am bleeding bad now.

I can't do this--I can't do this alone.

Hey, Norman, could you do me a favor?

Just stay right here...and practice...your crazy.

I'll be right...back.

CRASH



Parker!!

Yeah
yeah...

Hold that
thought.



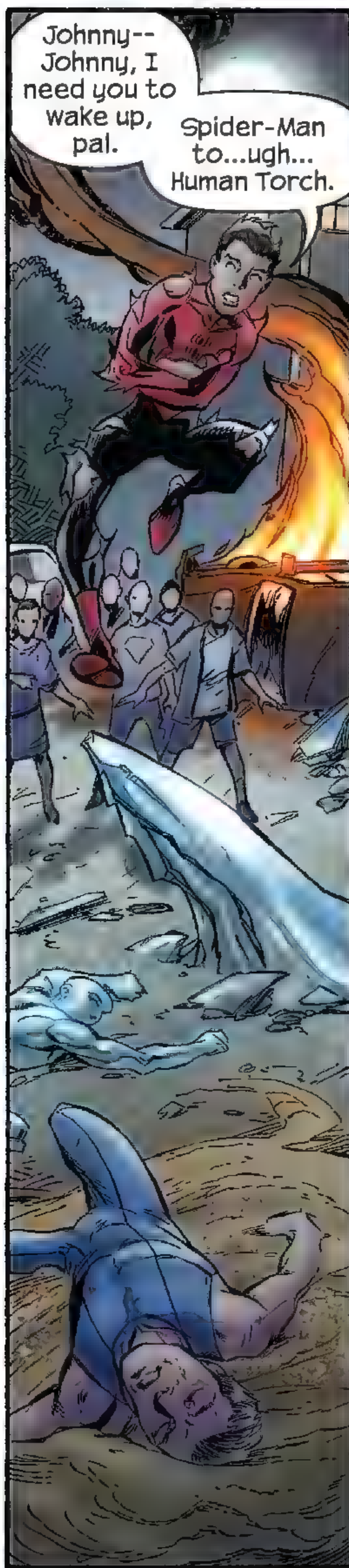
Come on,
Aunt May...
listen to
Peter.

He's
hurt!!

We have
to get out of
here. We have
to call the
police.

He's
bleeding!

We have
to get out
of here.



Johnny--
Johnny, I
need you to
wake up,
pal.

Spider-Man
to...ugh...
Human Torch.



Johnny
Storm!!

WAKE
UP!!

Wassgoi nonnnn??



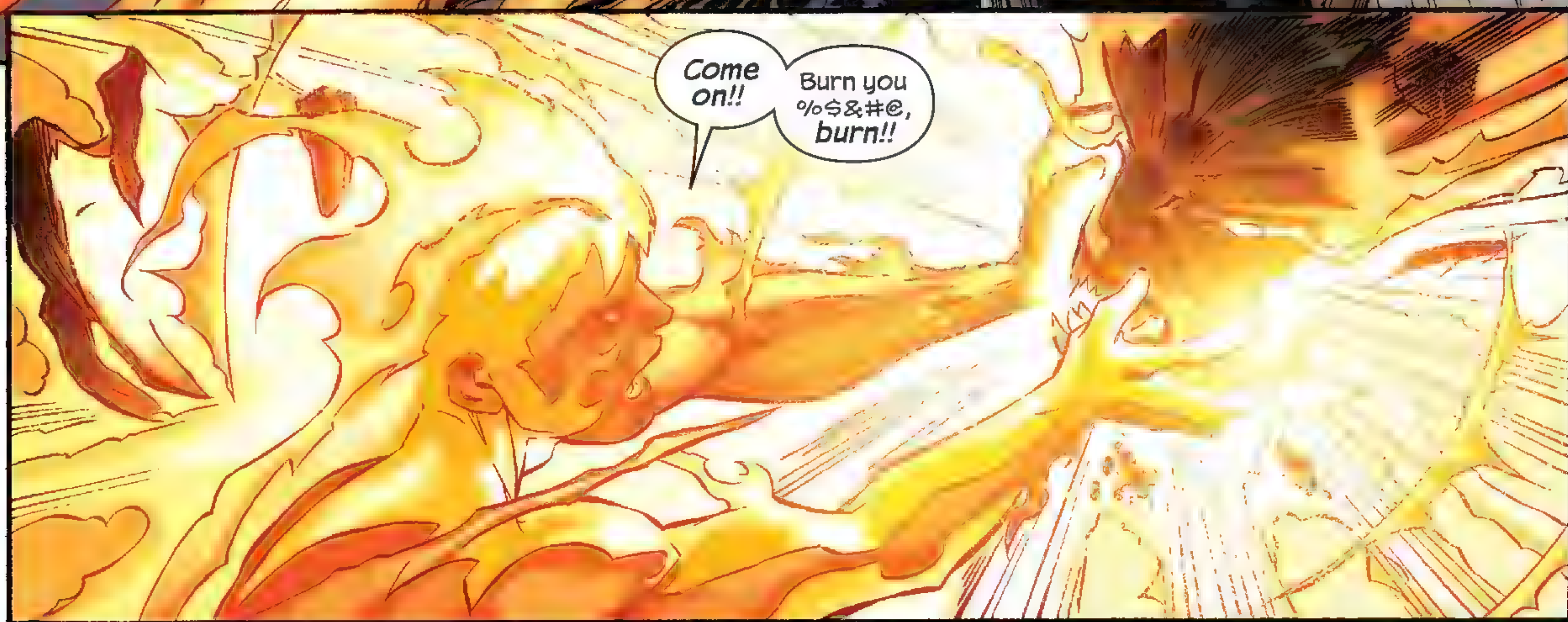
I'm kind
of in a, nnn,
really bad
situation
here.

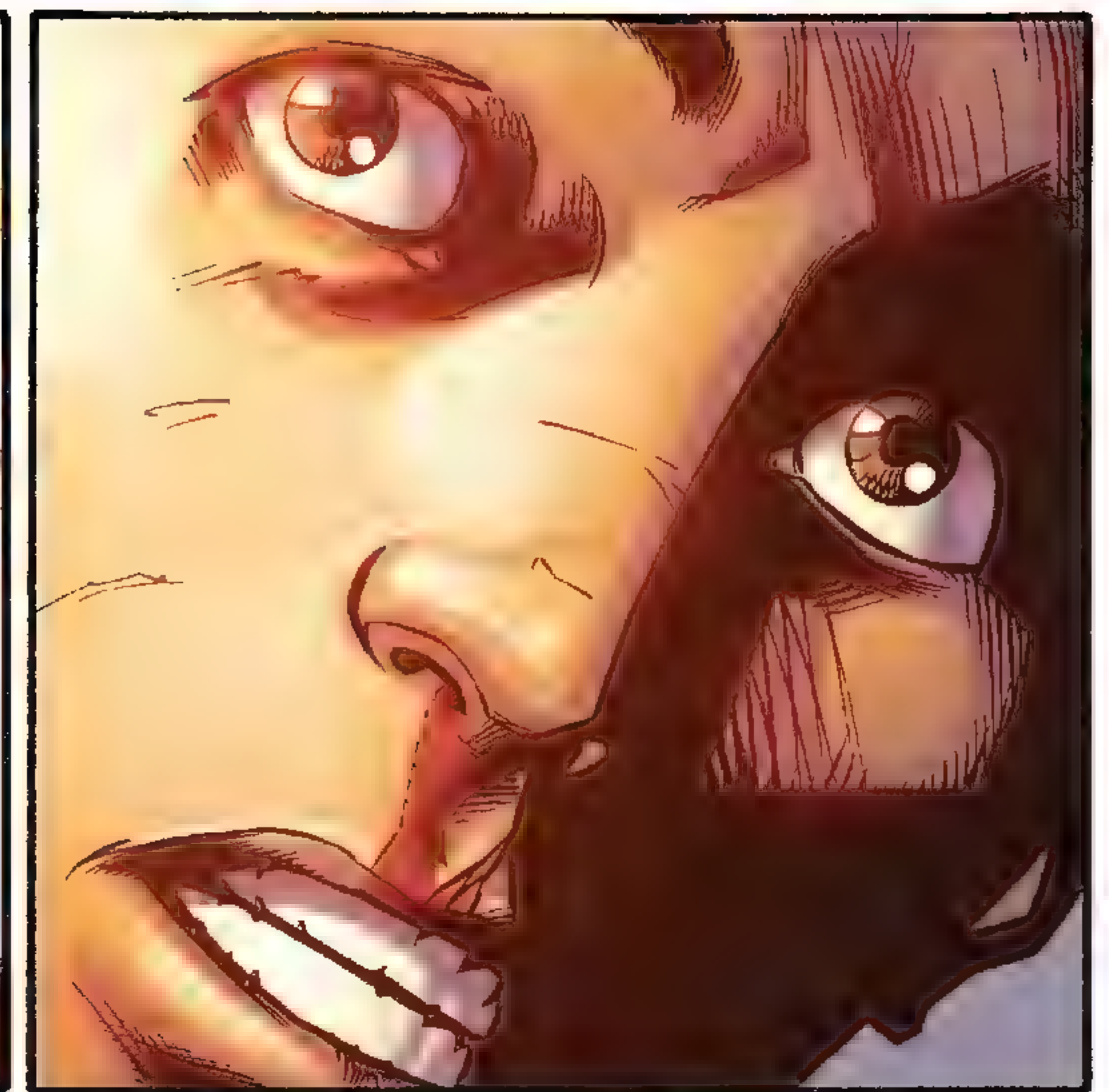
I really do
need your
help.



I remember.

Get
out of the
way.





Johnny!!

Ugh!!

Probably should have woken up Iceman instead.

Goblin's powers are fire-based.

FALUMP



I'm sorry. He's too-- it's too--

Okay, so, fire's probably the *worst* thing I could have thrown at him.

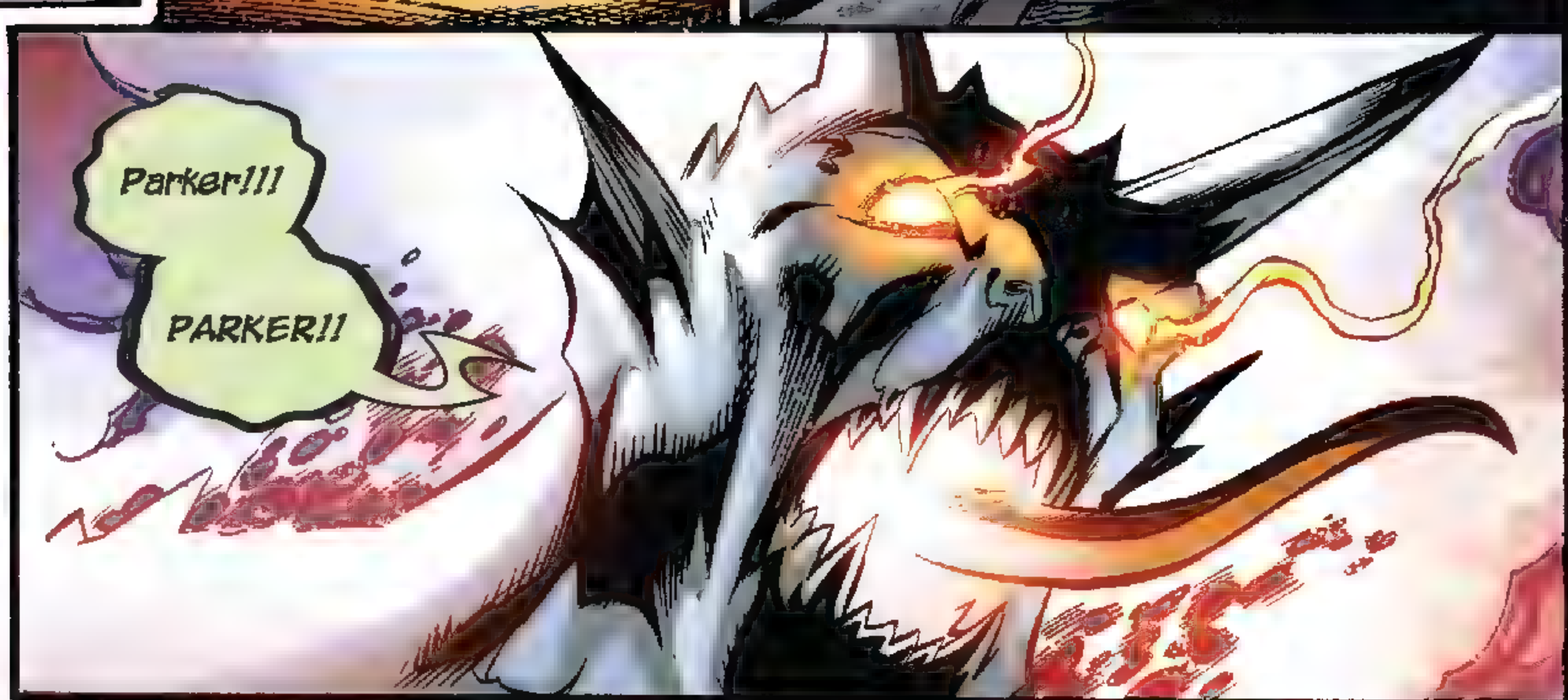
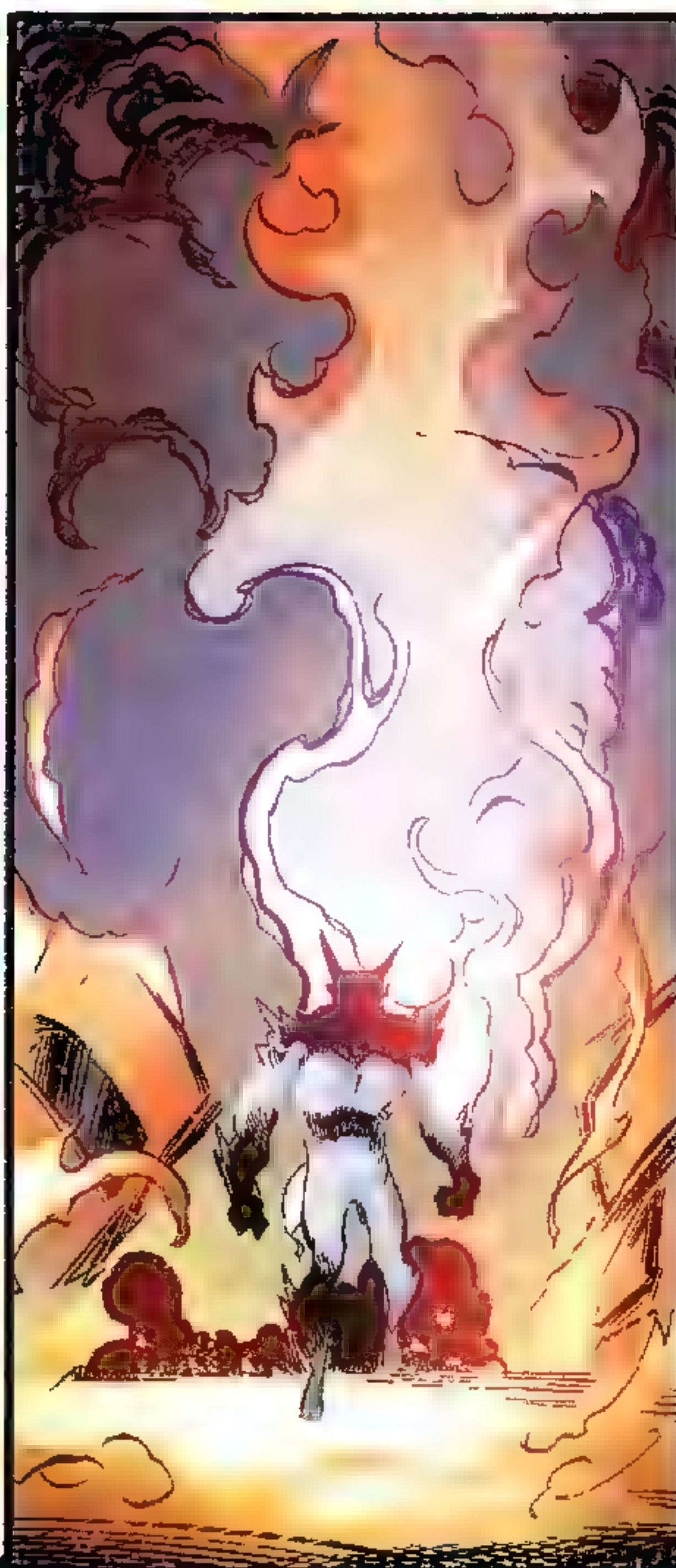
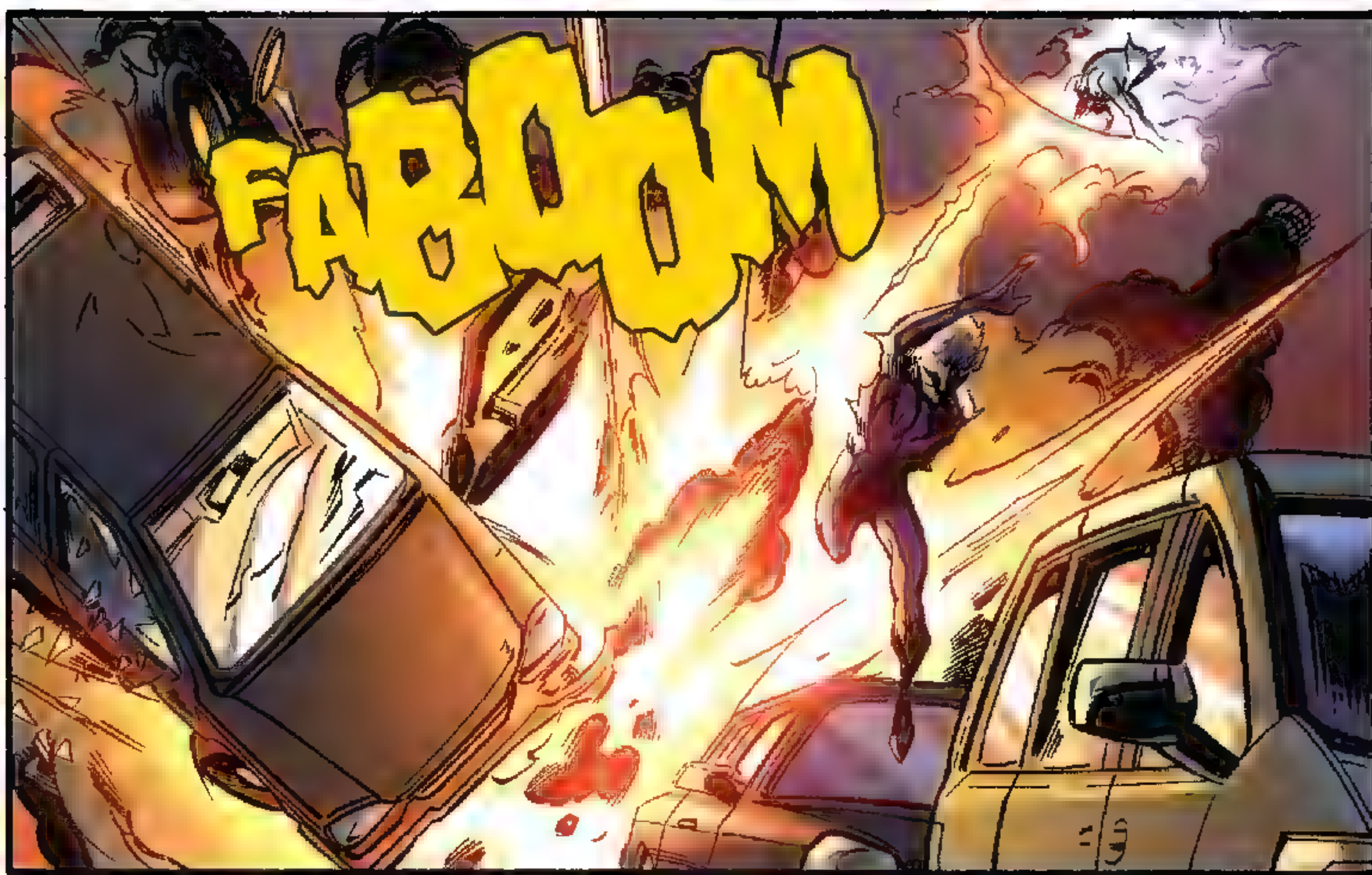
He absorbed it all. He took it in.

All of it.



So dizzy now...

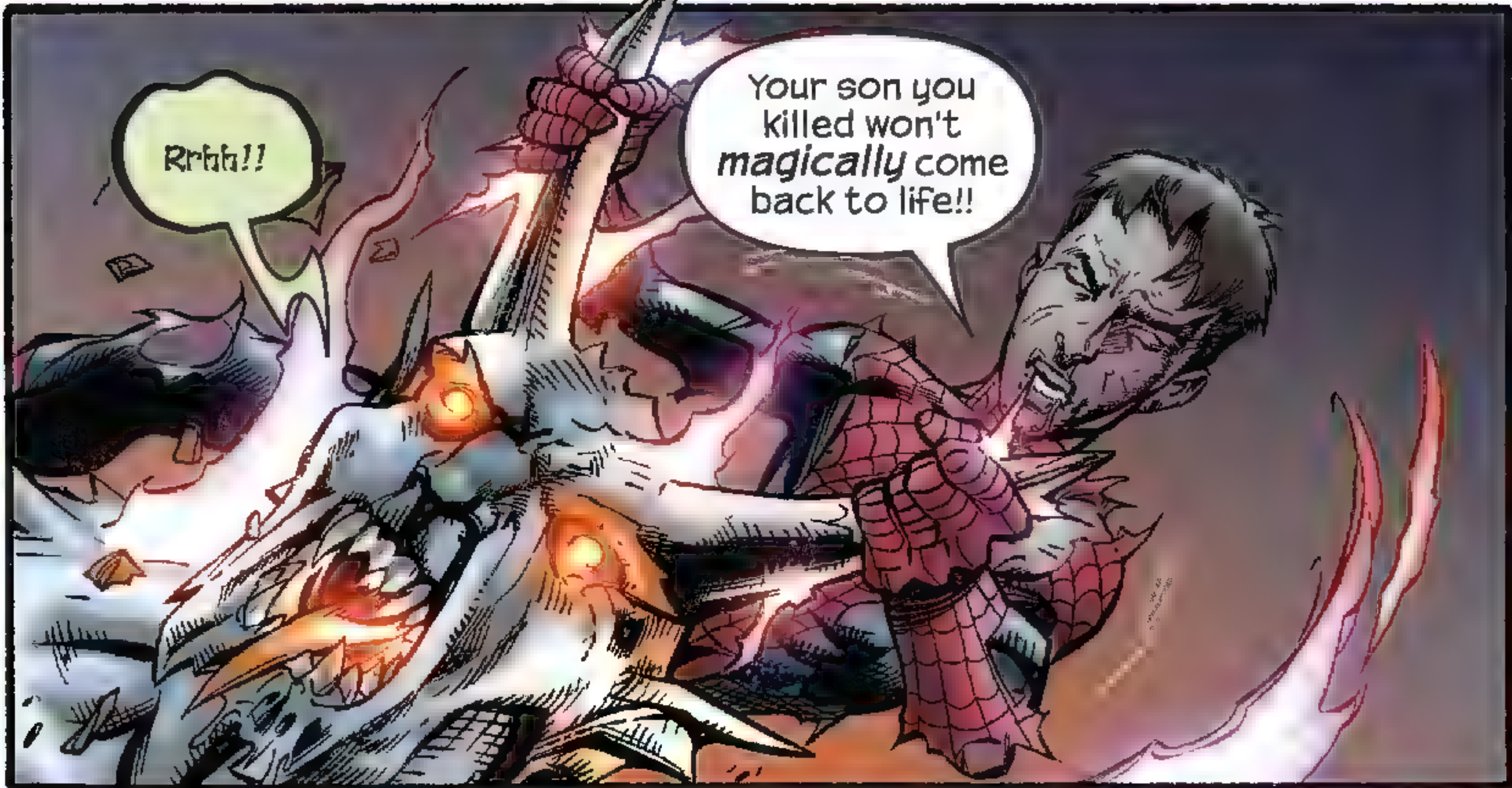
The power of the Human Torch sucked into the power of the Green Goblin...





What's the plan, Osborn? I'm dying to know... what next?

You kill me, then what next??



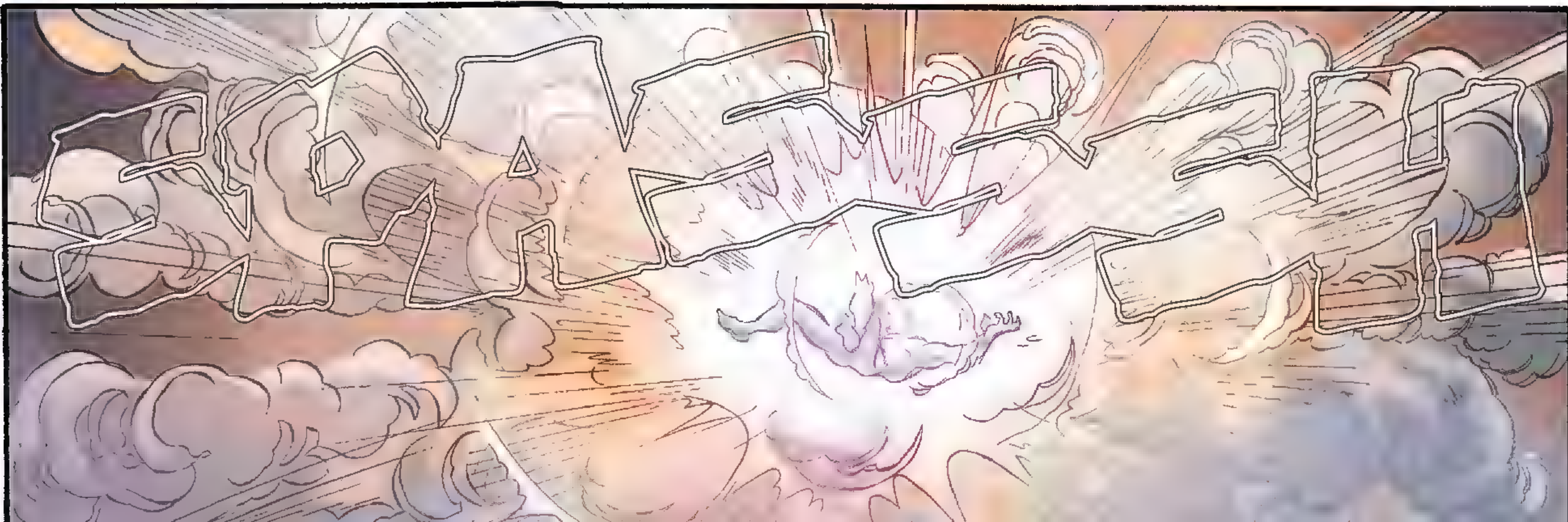
Rrrh!!

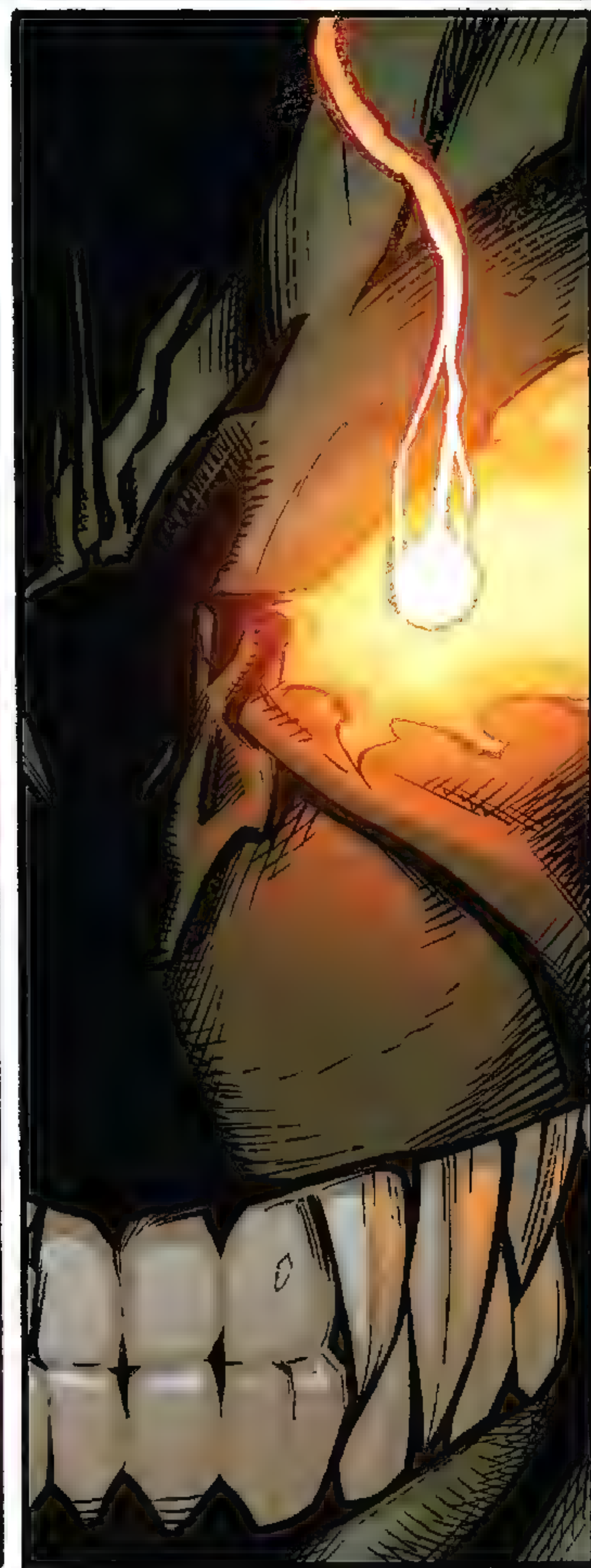
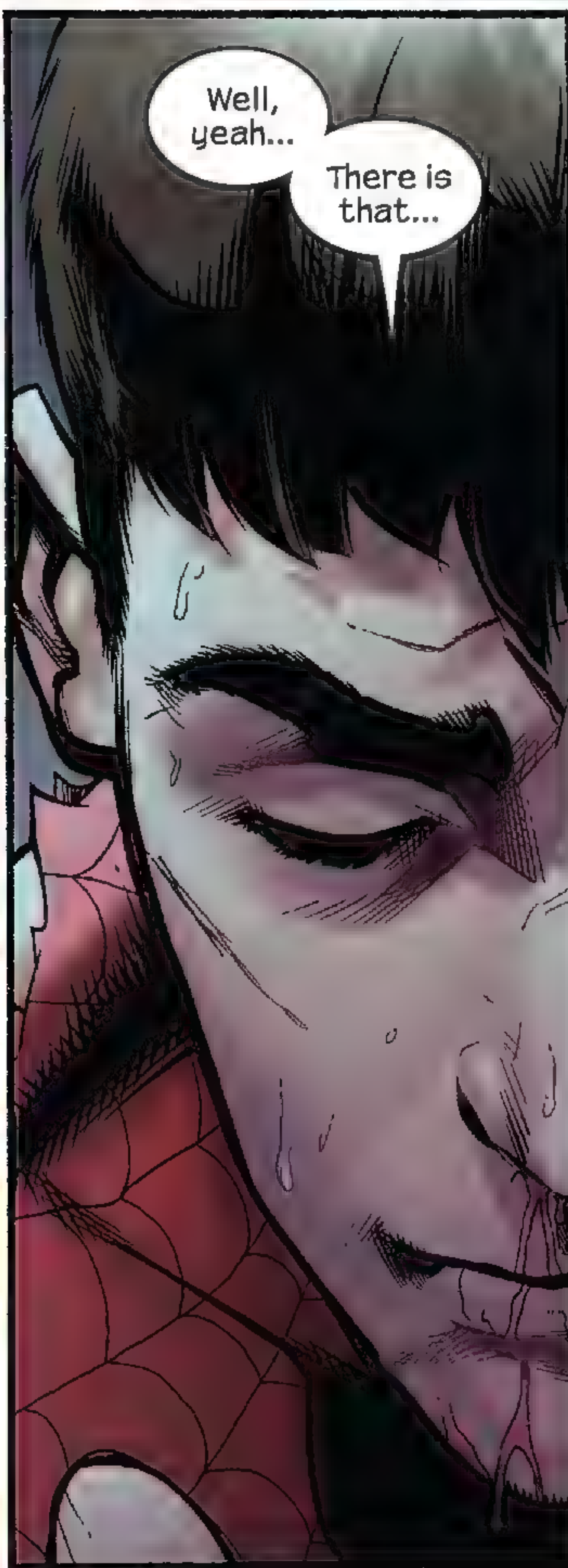
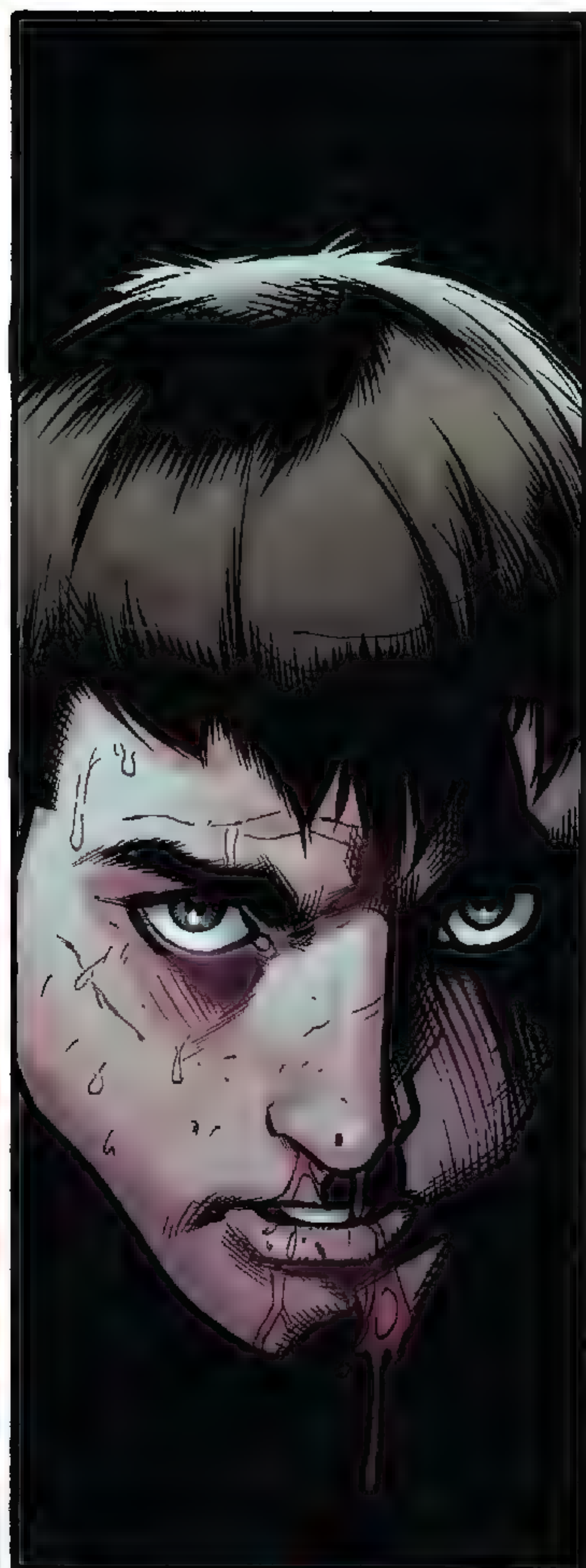
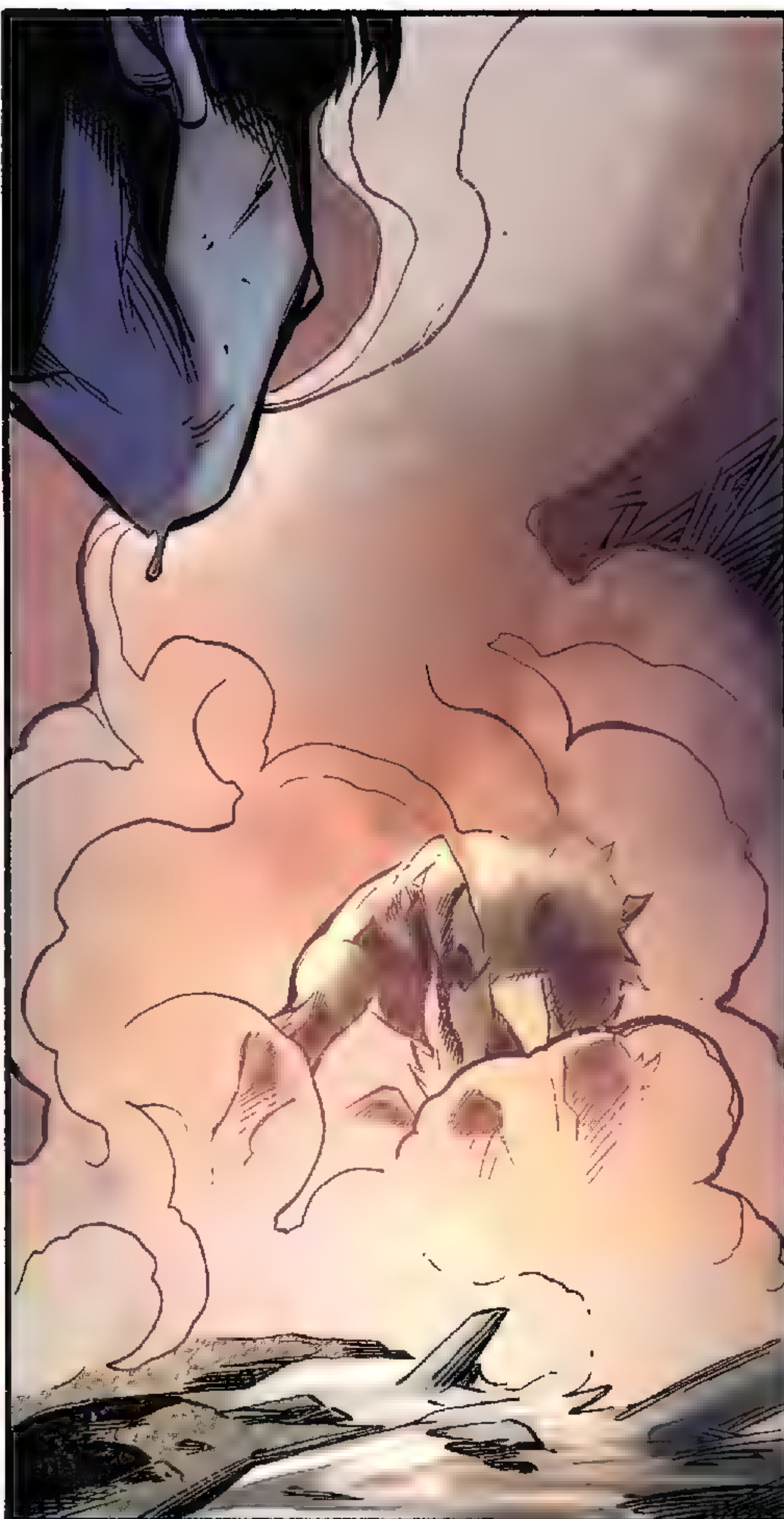
Your son you killed won't *magically* come back to life!!

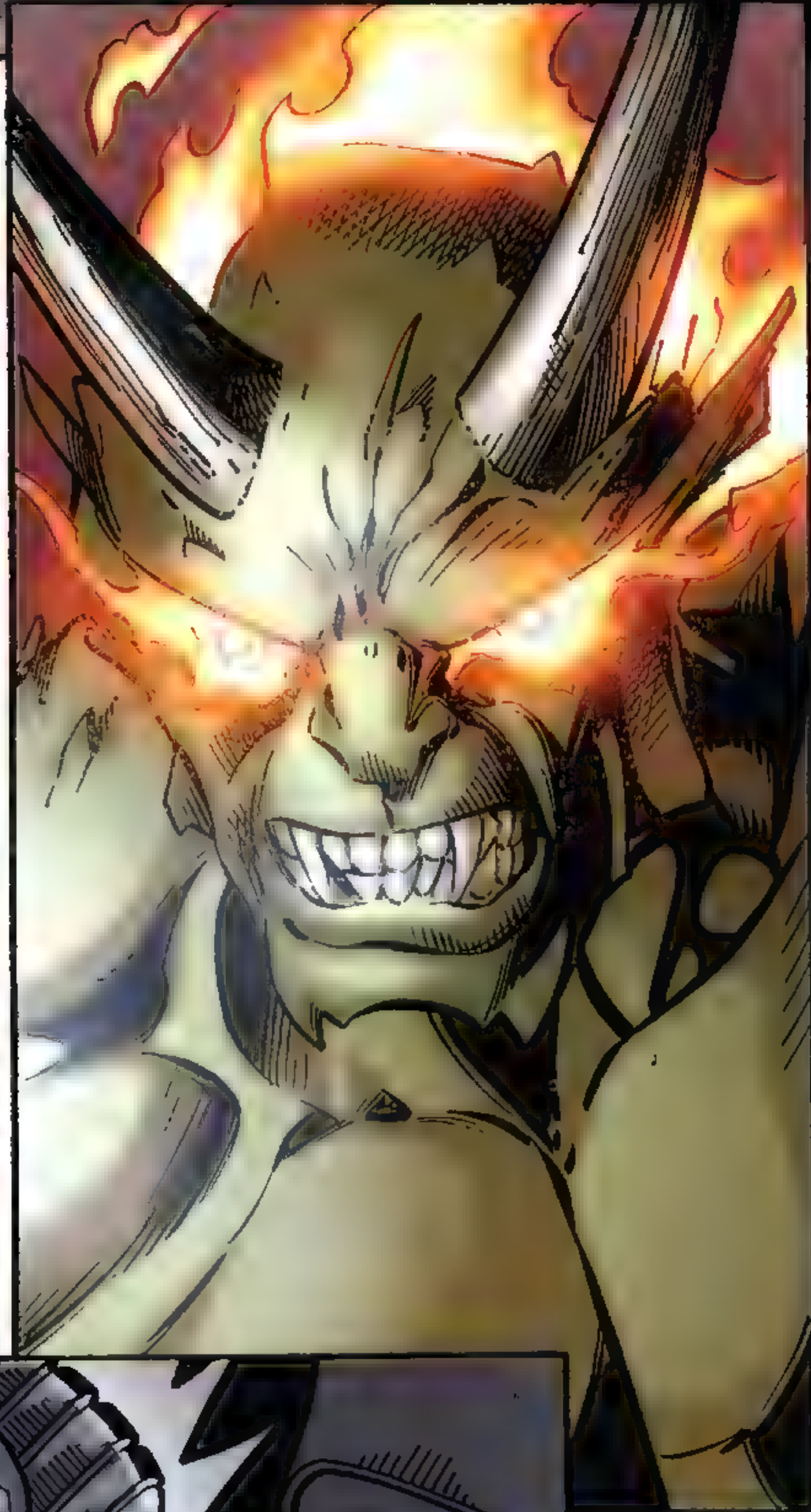
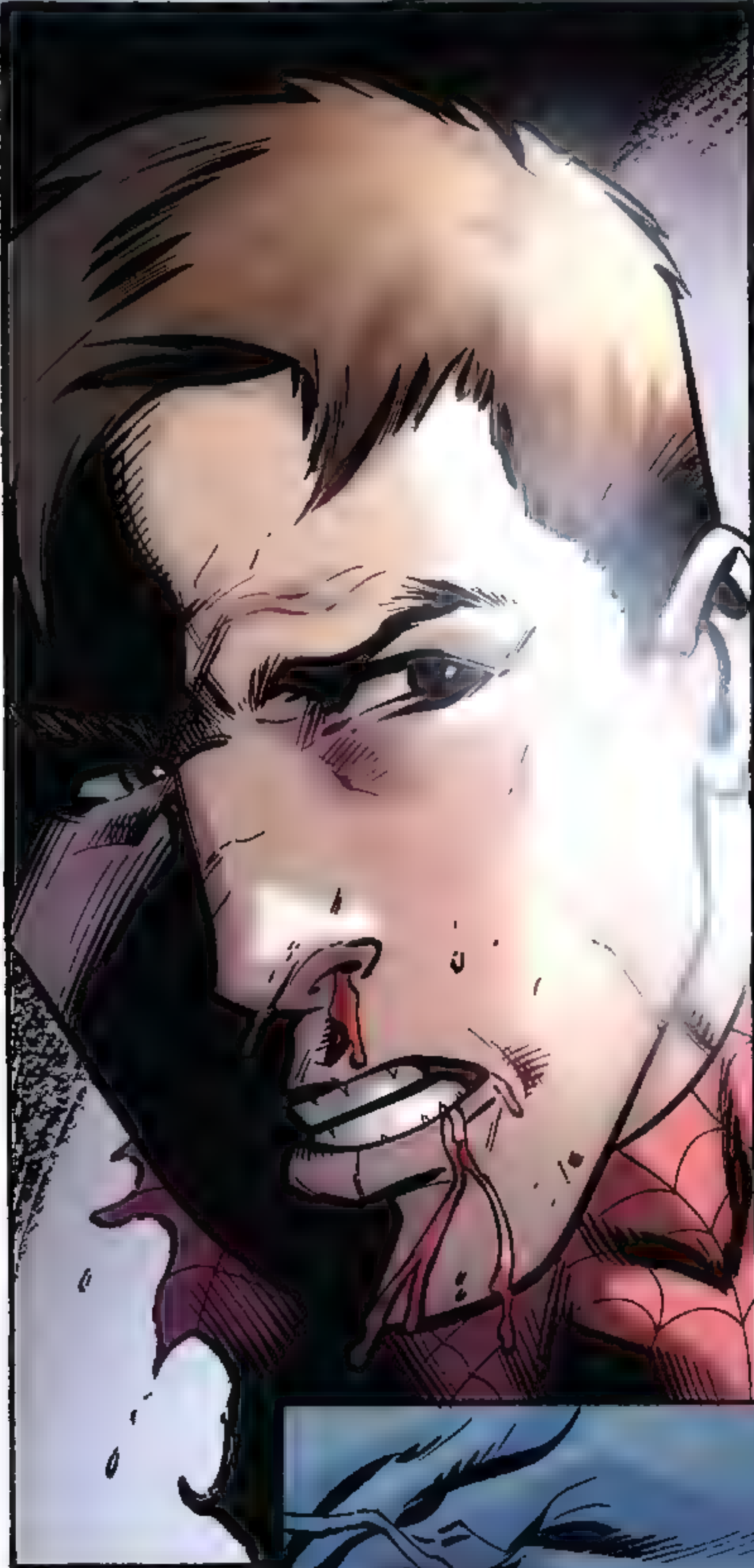
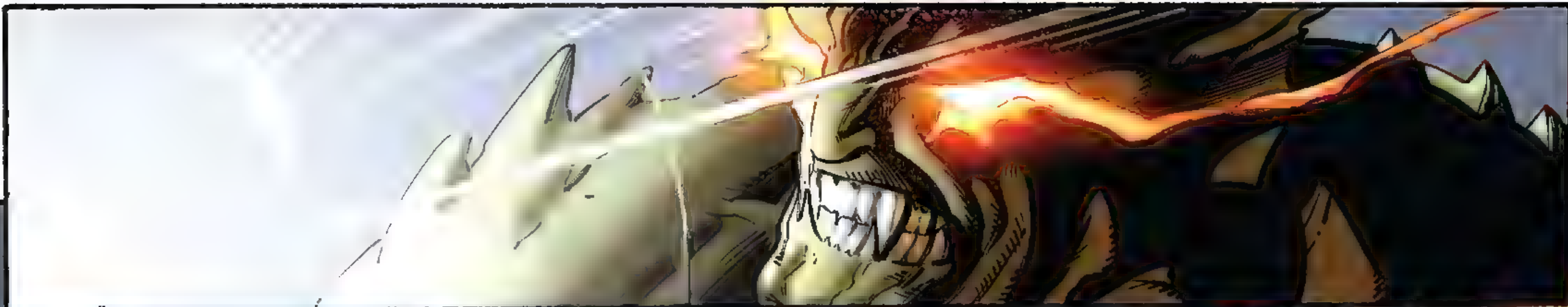


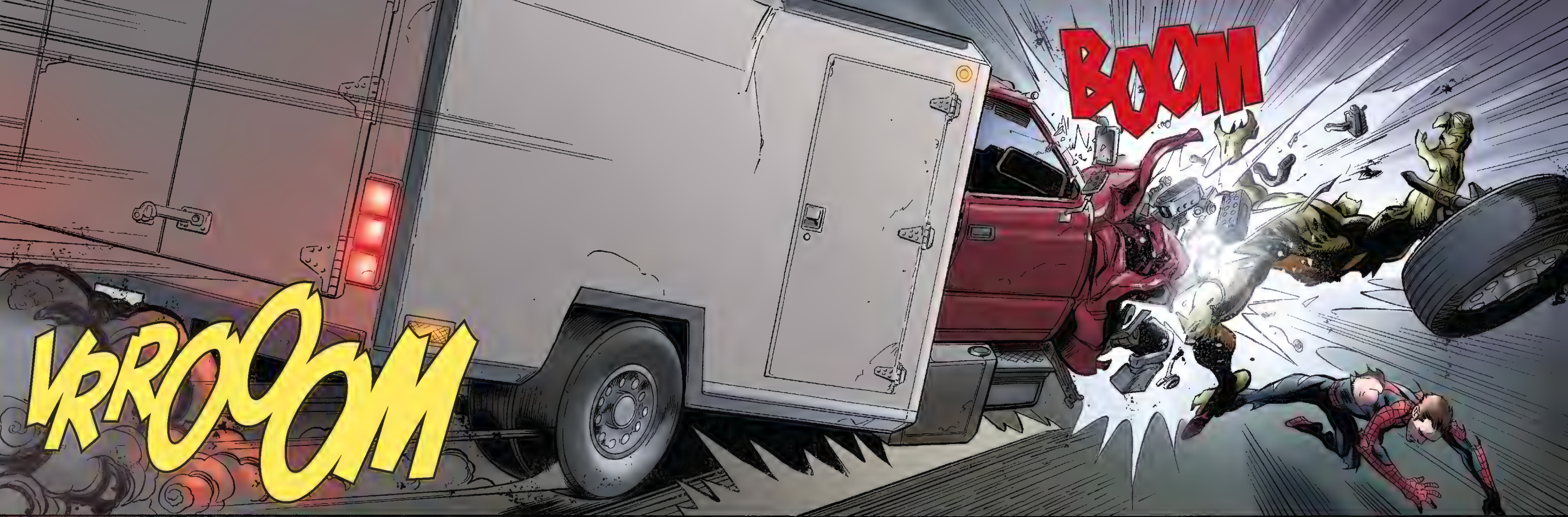
Your world as a captain of industry won't *magically* go back to the way it was!!

Rraagghh!!









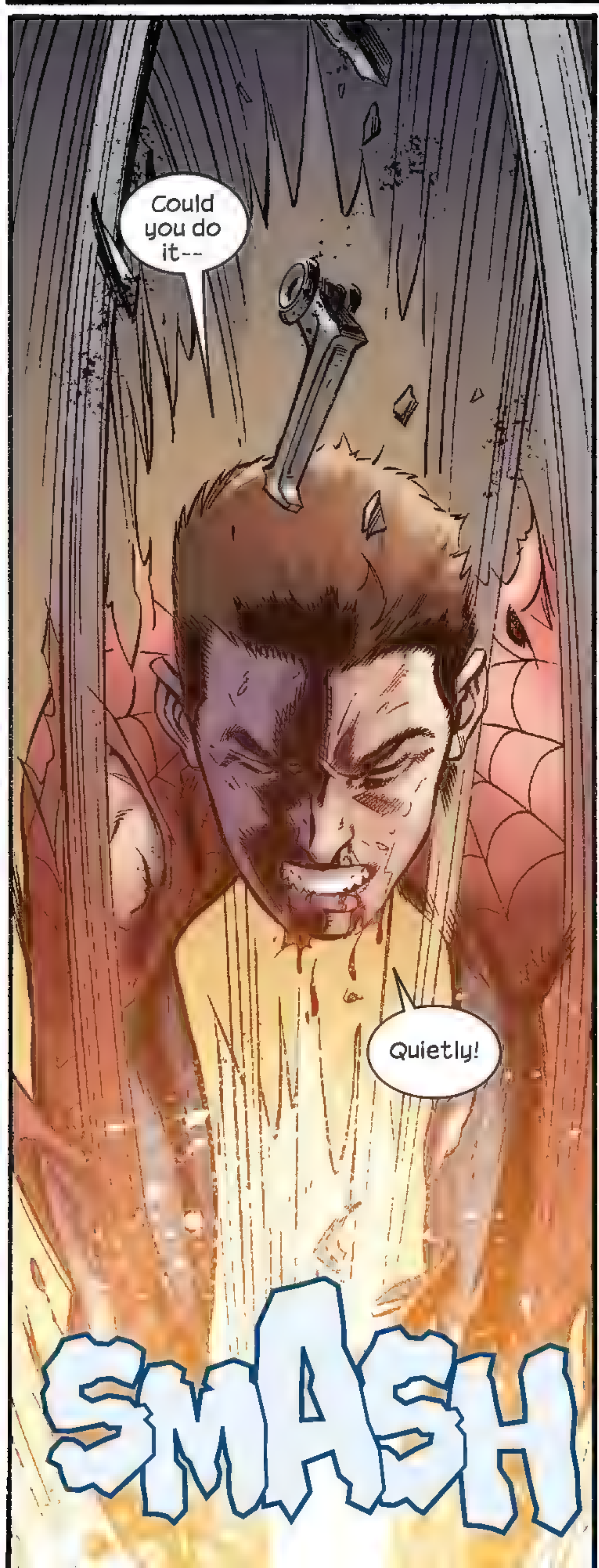






I will destroy
your family like
you destroyed
mine!!

I will
kill everyone
you know!!



Could
you do
it--

Quietly!

SMASH



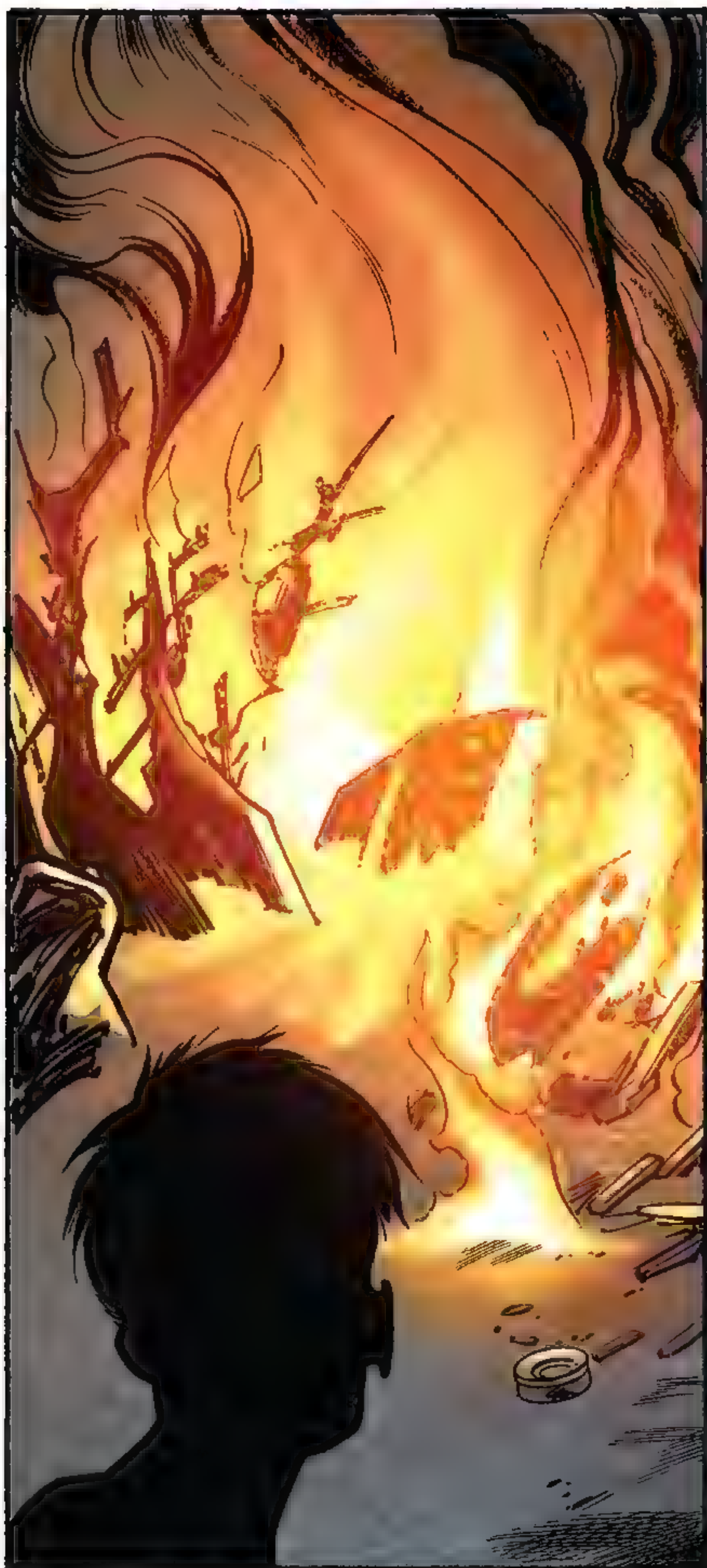
There
you go.

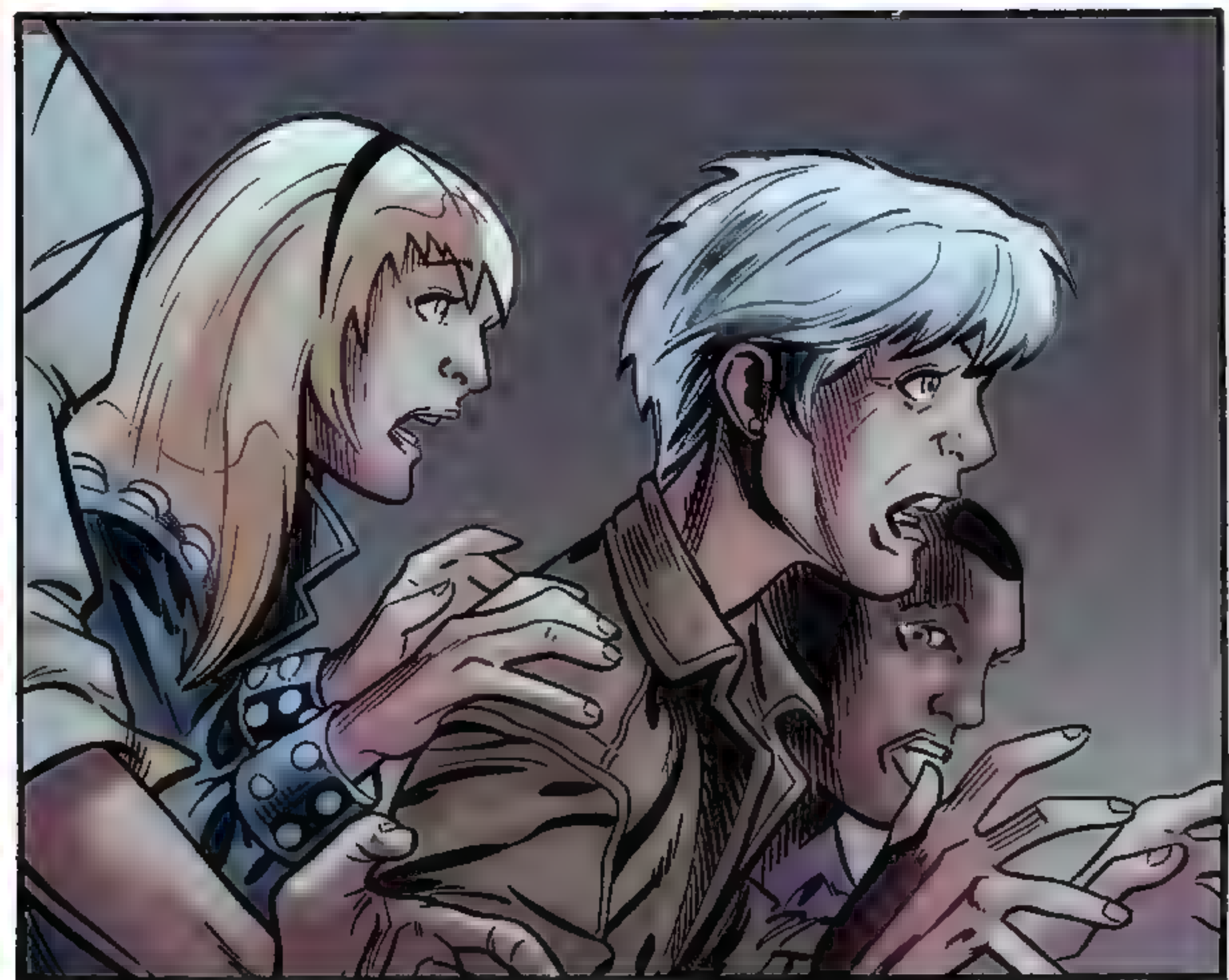


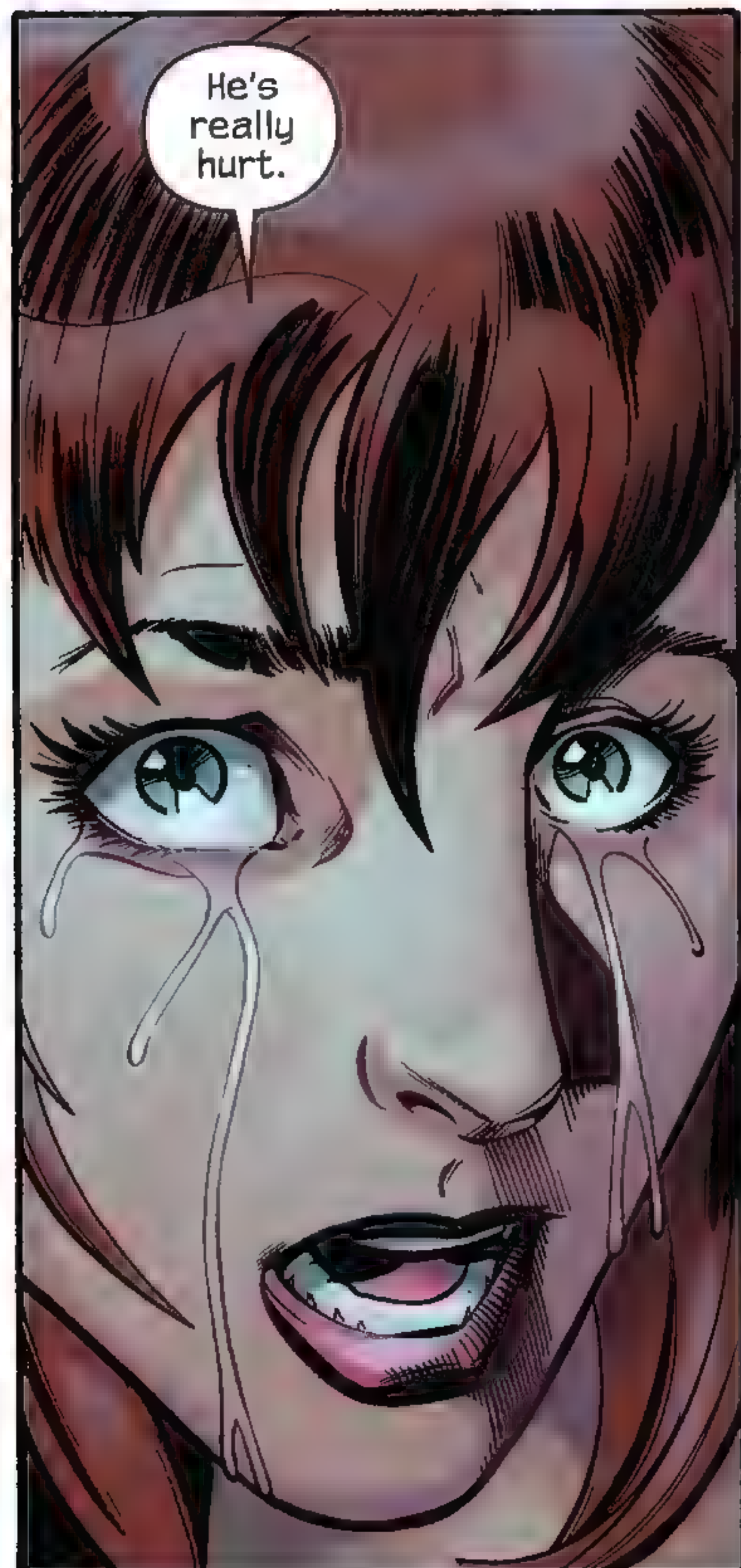
OW!

BOOM!











It's
okay.

I--I
did it.



Just--just
hold on. The
ambulance
is--

Don't you
see...it's
okay.

I did
it.



I couldn't
save him.

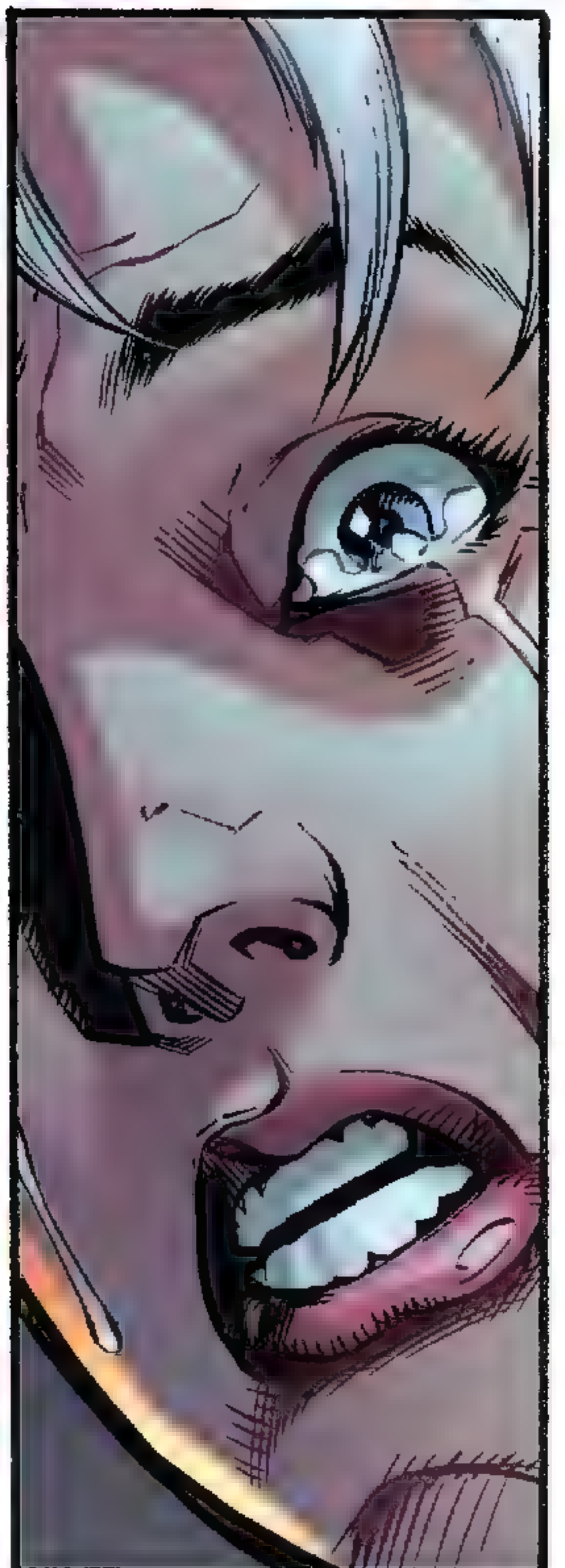
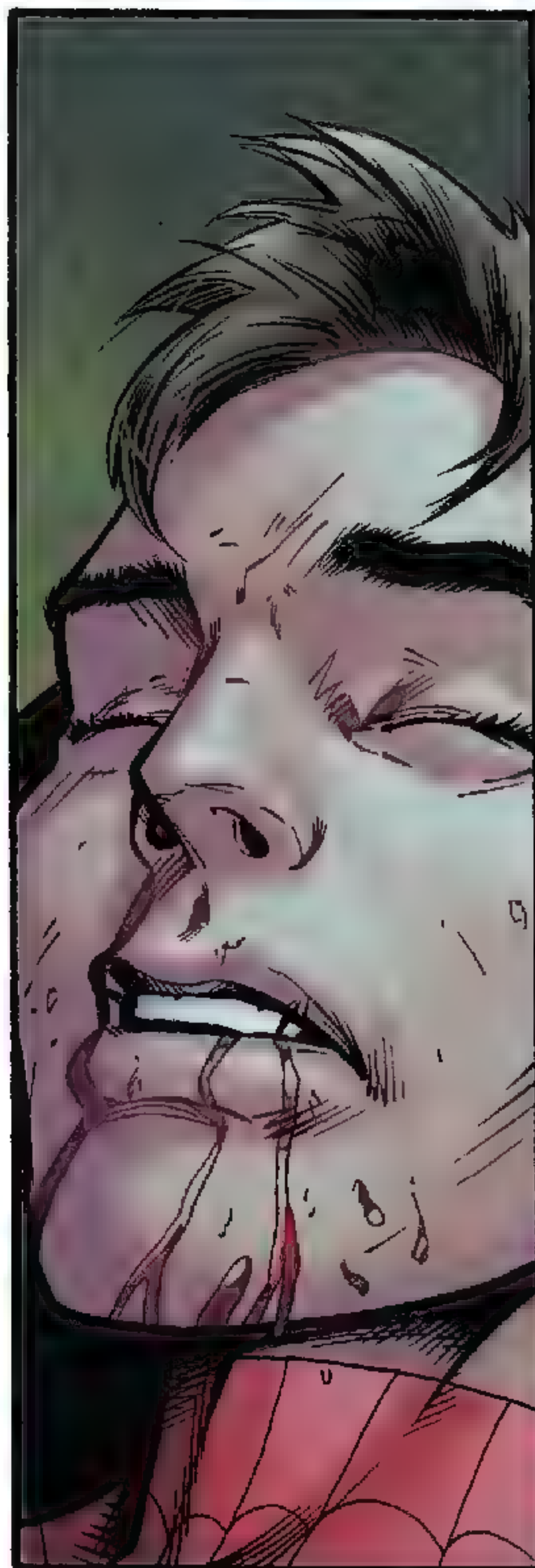
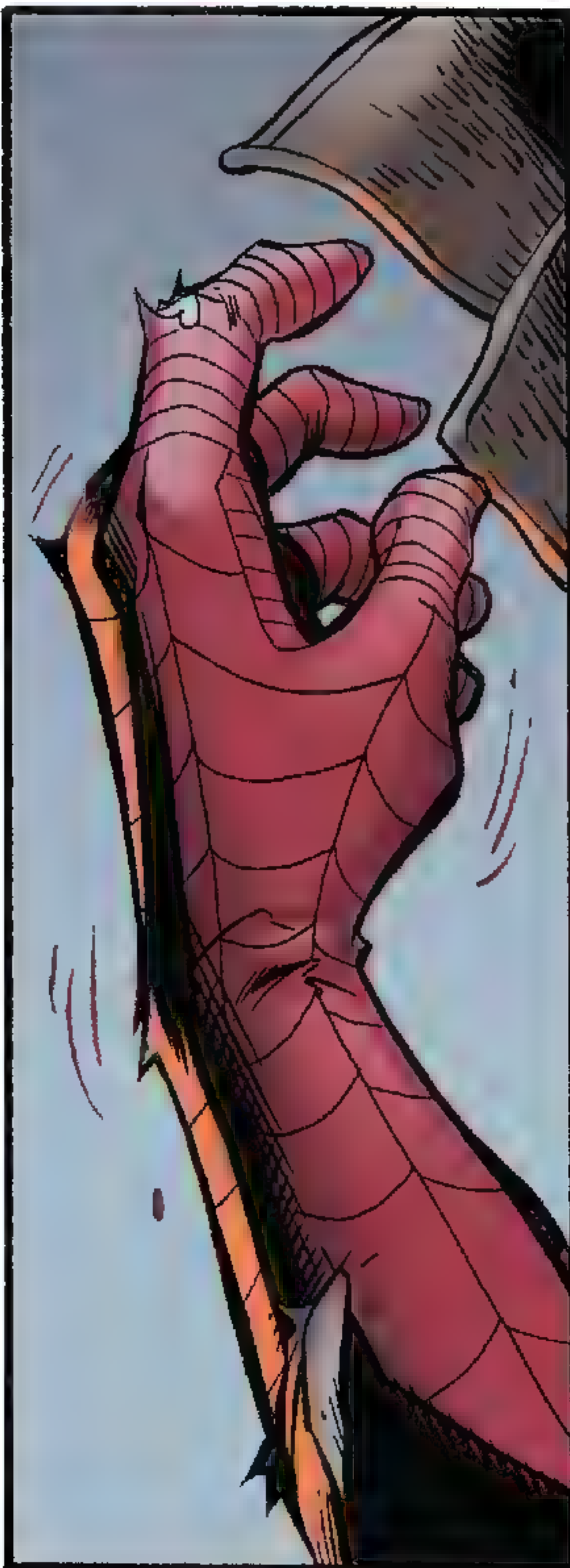
Uncle Ben.
I couldn't
save him...

No matter
what I did.

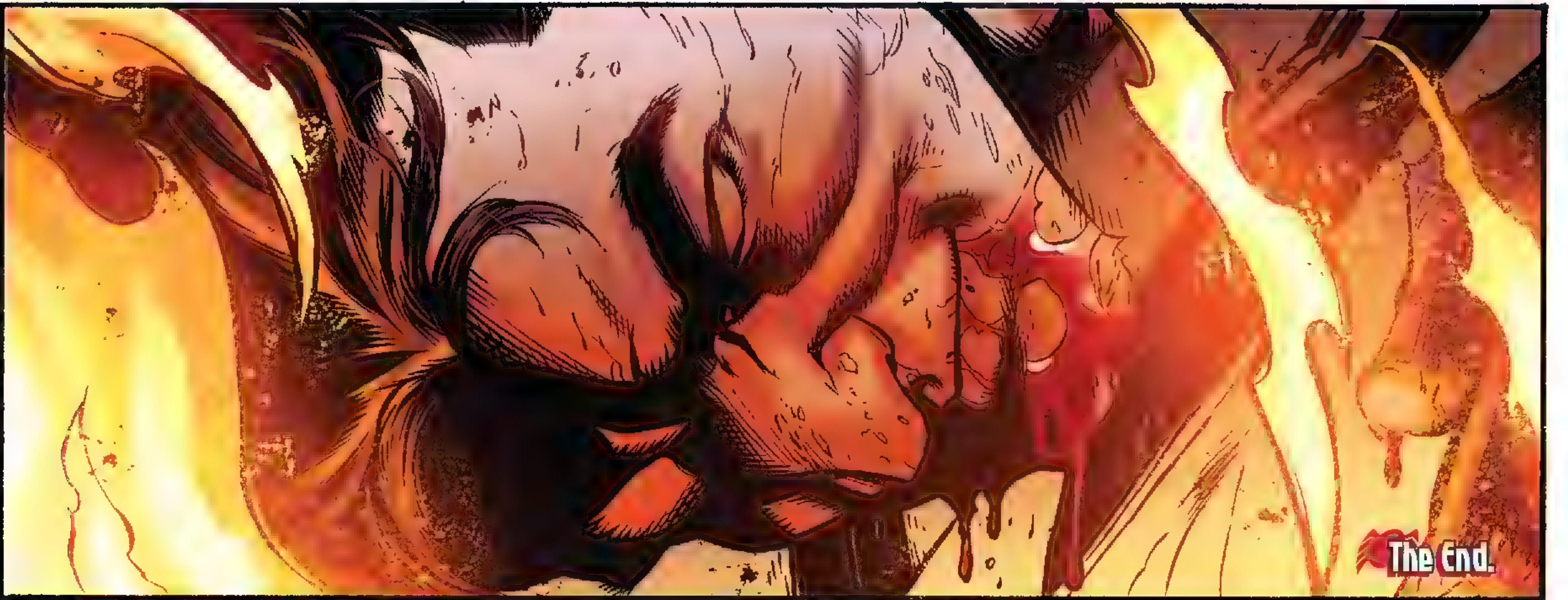
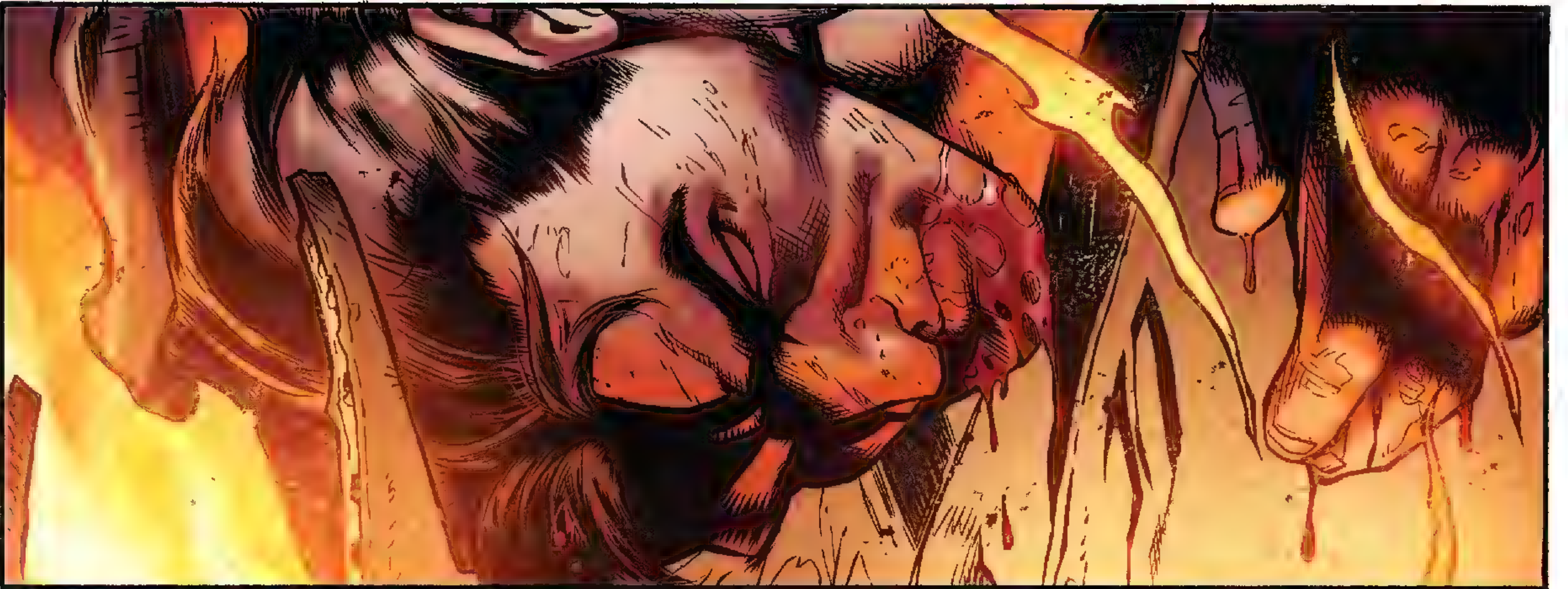
But I
saved
you.

I did
it.

I
did...







#159 VARIANT
BY FRANK CHO & JASON KEITH

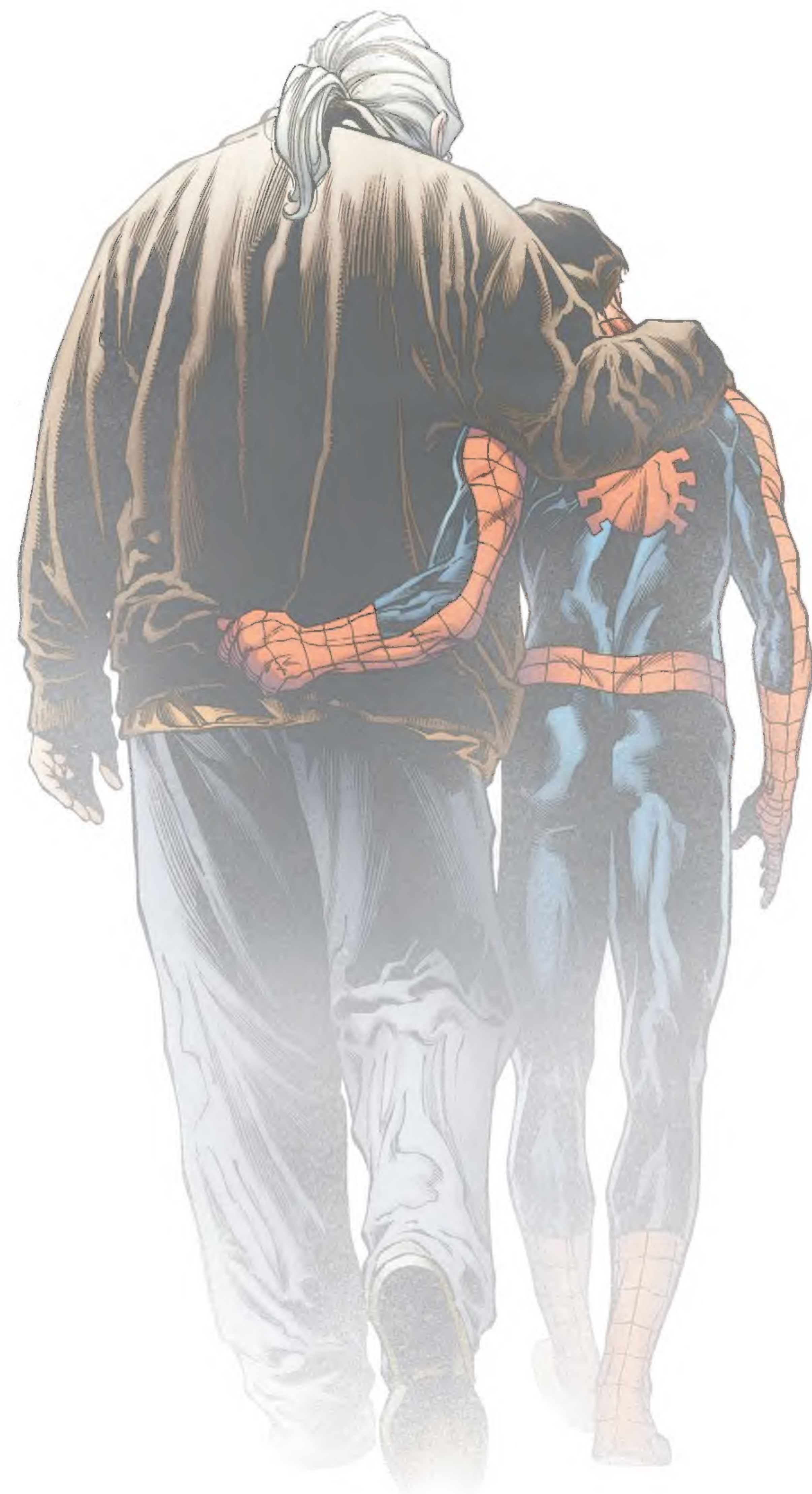


#160 SPOILER VARIANT
BY MARK BAGLEY, ANDY LANNING & JUSTIN PONSOR



#160 VARIANT

BY JOE QUESADA, DANNY MIKI & RICHARD ISANOVE



QUESADA
2011

#160 SKETCH VARIANT

BY JOE QUESADA



QUESADA
2011

#160 VARIANT
BY MICHAEL KALUTA



“Writer Brian Bendis really gets the voice of teens, and he writes one of the smartest, funniest versions of Spidey ever. The finale is action-packed, as well. Seriously, this is one brutal, shocking fight to the finish. You’ll feel exhausted just reading it.” — *BigShinyRobot.com*

“Mark Bagley’s pencils bring forth a sense of recognition and consistency. Bagley delivers some incredible stuff here, far surpassing anything I can recall seeing.” — *IGN.com*

PETER PARKER LEARNED THE HARD WAY THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY.

Almost from the moment he became Spider-Man, Peter has been haunted by the memory of his beloved Uncle Ben — murdered by a common thief, a man the headstrong teen had refused to stop when he had the chance just a few days earlier. With Uncle Ben’s death, Peter learned dearly the valuable lesson that with great power, there must also come great responsibility. Now, can Peter summon the necessary power, and bear the weight of responsibility for one more battle? His Aunt May is there. So is his girlfriend Mary Jane Watson. As Spider-Man fights on with a seemingly mortal wound, their lives hang in the balance as well as his. Can Spidey succeed where he previously failed? Will he have to give his life to earn redemption? Uncle Ben is dead. What will Peter do to keep Aunt May alive?



Collecting *Ultimate Comics Spider-Man* #156-160
by the award-winning creative team of writer
Brian Michael Bendis (*Avengers*) and artist
Mark Bagley (*Justice League of America*).

